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ATTORNEYS AT LAW

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NAPLES, FLORIDA 34102

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March 6, 1996

Florida Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

RE: D & F HOLDINGS, INC.

Dear Ladies and Gentlemen:

Enclosed please find:

1. Original and one copy of proposed Articles of Incorporation; and
2. Check in the amount of \$122.50 representing the filing fees.

Please file accordingly and return the Certificate to this office.

I thank you for your assistance in this matter. If you have any questions, please give me a call.

Sincerely,



Michael R. Pinter

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 12 AM 11:22

FILED

3-12-96

ARTICLES OF INCORPORATION
FOR
D & F HOLDINGS, INC.

FILED
36 MAR 12 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is D & F HOLDINGS, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.

B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold,

own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporate purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is

empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with the par value of one dollar (\$1.00) per share.

ARTICLE V - MINIMUM CAPITAL

The corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Incorporator.

ARTICLE VI - DIRECTORS

There shall be one (1) member of the initial Board of Directors of the corporation. The name and address of the person who is to serve as Director until the first election thereof is as follows:

- Frank Vespi- 7661 San Sebastian Way, Naples, Florida 33942

ARTICLE VII - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is:

- Michael R. Pinter- 4328 Corporate Sq., Ste. C, Naples, Fl. 33942

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this corporation with another

corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE IX - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the corporation, with such Directors holding at least fifty-one percent (51%) of the outstanding stock of the corporation, together with the approval by the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIII - MAILING ADDRESS, INITIAL REGISTERED OFFICE AND AGENT

The mailing address and street address of the corporation is 7661 San Sebastian Way, Naples, Florida 33942.

The name and address of the initial registered agent of the corporation is:

Michael R. Pinter
4328 Corporate Square, Suite C
Naples, Florida 33942

ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all of such shares. The manner in which this option may be elected shall be prescribed by the Bylaws of this corporation.

IN WITNESS WHEREOF, I have herunto set my hand and seal on
this 6th day of March, 1996.

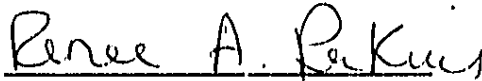


Michael R. Pinter

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared Michael R. Pinter, to me known
to be the persons described as the Incorporator in and who executed
and subscribed to the Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above this 6th day of March, 1996.



NOTARY PUBLIC (SEAL)

My commission expires:

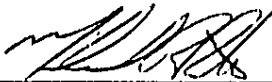


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That D & F HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7661 San Sebastian Way, Naples, Florida 33942, has named MICHAEL R. PINTER of 4328 Corporate Square, Suite C, Naples, Florida 33942, as its agent to accept service of process within Florida.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MICHAEL R. PINTER
Resident Agent

3/6/96

Date

FILED
96 MAR 12 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA