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STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131-
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
FAX: (904) 922-4000 PHONE: (305) 388-8900
FAX: (305) 388-9490
((H96000006B09))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DIM-WATERWAYS, INC.
FAX AUDIT NUMBER: H96000006B09 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/14/1996 TIME REQUESTED: 12:30:37
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 15 AM 10:49

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05/14/96 15:00 FL Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1996

MURAI, WALD, BIONDO, MORENO, P.A.

MIAMI, FL

SUBJECT: DIM-WATERWAYS, INC.
REF: W96000010278

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-FAX R.A. PAGE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000006809
Letter Number: 496A00023932

**ARTICLES OF INCORPORATION
OF
DIM-WATERWAYS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED
96 MAY 4 PM 5:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is DIM-WATERWAYS, INC., whose address is: 1650 S.E. 17th Street, Suite 310, Fort Lauderdale, Florida 33316.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
Florida Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1650 S.E. 17th Street, Suite 310, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this corporation at that address is Jan W. Dane.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street address of the initial directors are:

Jan W. Dane
1650 S.E. 17th Street
Suite 310
Ft. Lauderdale, Florida 33316

Barry Ross
10021 Pines Boulevard
Suite 101
Pembroke Pines, Florida 33024

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Fax Audit # H96000006809

Mr. Jan W. Dane
1650 S.E. 17th Street
Suite 310
Ft. Lauderdale, Florida 33316

ARTICLE VIII**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of MAY, 1996.


JAN W. DANE

Fax Audit # 1196000006809

STATE OF FLORIDA)
COUNTY OF Dade) ss.

The foregoing instrument was acknowledged before me this 14th day of May, 1996 by JAN W. DANE, who is personally known to me ~~of who has produced~~ as identification.

OFFICIAL NOTARY SEAL
ALTHEA FAYE DYER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC421190
MY COMMISSION EXP. NOV 16, 1998

Althea Faye Dyer
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Althea Faye Dyer
Commission No.: CC421190

My Commission expires: 11/16/98

G:\DANE\WATERWAY\DIM-WAT.ART

Fax Audit # H96000006809

CERTIFICATE OF REGISTERED AGENT
OF

DIM-WATERWAYS, INC.

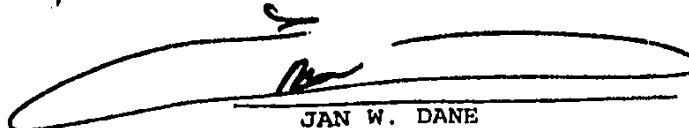
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

That DIM-WATERWAYS, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Fort Lauderdale, County of Broward, State of Florida, has named Jan W. Dane, 1650 S.E. 17th Street, Suite 310, Fort Lauderdale, Florida 33316, as its agent to accept service of process within this State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 14th day of MAY, 1996.


JAN W. DANE

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96 MAY 14 PM 5:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA