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TAMPA, FL 33607
(813) 222-1111
(813) 222-1111 FAX
800-344-0000

P96000064365



PRESTIGE LEGAL
FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 039541 81622B

AUTHORIZATION : *Patricia Pugh*

COST LIMIT : \$ 70.00

ORDER DATE : August 1, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 039541

200001910422

CUSTOMER NO: 81622B

CUSTOMER: Kent B. Runnells, Esq
KENT RUNNELLS, P.A.

Suite 204
420 W. Brandon Blvd.
Brandon, FL 33511

DOMESTIC FILING

NAME: R & D ANALYTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -1 PM 1:14

RECEIVED
DIVISION OF CORPORATIONS
96 AUG -1 AM 10:58
8/1/96

ARTICLES OF INCORPORATION

OF

R & D ANALYTICS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -1 PM 1:14

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is R & D ANALYTICS, INC.

ARTICLE II

The corporation is authorized to and may engage in any activity or business which is lawful in the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common capital stock, each share having a par value of \$1.00 (one dollar). Authorized common capital stock may be paid for in cash, services or property at a just value to be fixed by the Directors of the corporation at any regular or special meeting thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business is \$10,000.00.

ARTICLE V

This corporation shall have a perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation is to be 124 Holly Tree Lane, Brandon, FL 33511. The Directors may from time to time designate such other address and place for the principal office of the corporation as they deem appropriate.

ARTICLE VII

The initial number of directors of this corporation shall be one. This number may be increased from time to time pursuant to the bylaws adopted by the stockholders of the corporation, but shall never be less than one.

ARTICLE VIII

The name and street address of the officer and first Board of Directors who shall serve until the first annual meeting, or until his successors shall have been elected and qualified are:

TERRY V. KOONTZ
Director, President, Secretary
124 Holly Tree Lane
Brandon, FL 33511

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation is as follows:

TERRY V. KOONTZ
124 Holly Tree Lane
Brandon, FL 33511

ARTICLE X

These Articles of Incorporation may be amended in any manner provided by Florida law. Every amendment hereto shall be proposed by the stockholders and approved at a stockholders meeting by a majority of stock entitled to vote thereon unless all stockholders sign a written agreement manifesting their intention to effect a certain amendment of these Articles of Incorporation.

ARTICLE XI

TERRY V. KOONTZ, 124 Holly Tree Lane, Brandon, FL 33511 is hereby designated REGISTERED AGENT upon whom process may be served.

IN WITNESS WHEREOF, I hereunto set my hand and seal, and acknowledge and file the foregoing Articles of Incorporation of R & D ANALYTICS, INC., under the laws of the State of Florida, this 31 day of July, 1996.



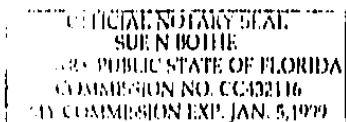
TERRY V. KOONTZ,
Initial Subscriber

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) SS

BEFORE ME, personally appeared, TERRY V. KOONTZ, Initial Subscriber, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and

acknowledged that he executed the same for the purpose expressed therein.

SWORN TO AND SUBSCRIBED before me this 31 day of July, 1996.



Sven Bothe
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Having been named as REGISTERED AGENT and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as REGISTERED AGENT and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as REGISTERED AGENT.

Terry V. Koontz
TERRY V. KOONTZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -1 PM 1:14

(CORP\KOONTZ2.ART)

P9600064365

1201 HAYN STREET
MIAMI, FL 33131
304-39171
304-39171 FAX

800-4-8-86



ACCOUNT NO. : 072100000032
REFERENCE :
AUTHORIZATION : *Patricia Pysit*
COST LIMIT : \$ 35.00

ORDER DATE : SEPTEMBER 12, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 083249

CUSTOMER NO: 81622B

000001845750

CUSTOMER: Ms. SUE N. Bothe
KENT RUNNELLS, P.A.

Suite 204
420 W. Brandon Blvd.
Brandon, Fl 33511

DOMESTIC AMENDMENT FILING

NAME: R & D ANALYTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: *NC*

FILED
96 SEP 12 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 SEP 12 PM 12:12
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
R & D ANALYTICS, INC.

FILED
96 SEP 12 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the subscriber to the Articles of Incorporation of this corporation known as R & D ANALYTICS, INC., which articles were filed on August 1, 1996, with the Secretary of the State of Florida, and further being all of the shareholders of the corporation, hereby amend the following articles to read as follows:

ARTICLE I

The name of the corporation is DIVERSIFIED VENTURES INTERNATIONAL, INC.

ARTICLE VII

The number of directors of this corporation shall be two. This number may be increased from time to time pursuant to the bylaws adopted by the stockholders of the corporation, but shall never be less than one.

ARTICLE VIII

The name and street address of the officers and first Board of Directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified are:

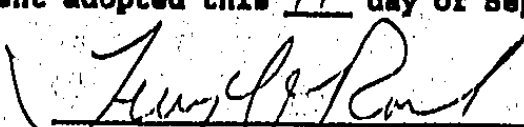
HUGH CARROLL
Director, President, Secretary, Treasurer
124 Holly Tree Lane
Brandon, Florida 33511

TERRY V. KOONTZ
Director, Vice President
124 Holly Tree Lane
Brandon, Florida 33511

All other articles and provisions of the charter originally filed shall remain in full force and effect without modification.

This Amendment is adopted with the consent of all of the incorporators, directors, and shareholders of the corporation on this day pursuant to a joint meeting of the directors and shareholders of the corporation, all of whom have waived notice of said meeting, and who were duly present and voting.

The Articles of Amendment adopted this 11th day of September,
1996.


TERRY V. KOONTZ
Incorporator and Shareholder

(CORP\KOONTZ.AMD)