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* BOARD CERTIFIED CIVIL TRIAL LAWYER

September 3, 1996

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

RE: D.S.S. Enterprises, Inc.

200001940262
-09/05/96--01102--004
***122.50 ***122.50

Gentlemen/Ladies:

Enclosed please find the proposed Articles of Incorporation of D.S.S. Enterprises, Inc., the signed Acceptance of Registered Agent, a copy of the Articles to be conformed and our check in the amount of \$122.50, representing the following:

Filing fee	\$52.50
Certified Copy	35.00
Registered Agent fee	<u>35.00</u>

TOTAL: \$122.50

Please record these Articles as soon as possible and return a conformed copy to my attention in the enclosed, self-addressed, stamped envelope.

Your prompt attention to this matter will be greatly appreciated.

Sincerely yours,

FARISH, FARISH & ROMANI

Sherri

Sherri A. Cosmai, secretary to
Peter Bassaline, Esquire

cc/Daniel W. Sanders
Enclosure

SEP 9 1996

BSB

FILED
95 SEP 5 PM 1:33
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

D.S.S. Enterprises, Inc.

FILED
95 SEP -5 PM 1:33
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

D.S.S. Enterprises, Inc.

and its principal office for conduct of business is: 1025 N. Federal Highway, Suite 250, Lake Park, Florida 33403. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE II

The general nature of the business to be conducted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida or in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock at One Dollar (\$1.00) par value per share. Said capital stock shall be fully paid and nonassessable, which shall be equal and uniform in all respects but subject to all restrictions and conditions of the by-laws of the corporation pertaining hereto, and shall be payable in lawful money of the

United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held. The holders of said stock shall together have unlimited voting rights and be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders' agreement entered into by all of the holders of any shares of the stock of this corporation, at the time the stockholders agreement is executed.

ARTICLE V

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owed at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders, and stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI

The term of the corporations's existence shall commence upon filing with the Secretary of State, and be perpetual. The business

of the corporation shall be conducted, carried on, and managed by the officers of this corporation and Board of Directors composed of one or more members, which number may be altered from time to time by the by-laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and any other office the Board of Directors may deem expedient. Any two or more offices may be held by the same person.

ARTICLE VII

The name and street address of the corporation's initial registered agent is: Daniel W. Sanders, 1025 N. Federal Highway, Suite 250, Lake Park, Florida 33403.

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is Daniel W. Sanders, 1025 N. Federal Highway, Suite 250, Lake Park, Florida 33403.

ARTICLE IX


No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firms or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he

or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

ARTICLE X

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 29 day of August, 1996.



DANIEL W. SANDERS, INCORPORATOR

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

SWORN TO and subscribed before me this 29th day of August, 1996, by DANIEL W. SANDERS, who signed the foregoing and is:

_____ personally known to me, or

_____ has produced _____ as identification.



Notary Public, State of Florida

LINDA A. LIGMONT-DERCK
Notary's printed name

My Commission expires:



LINDA A. LIGMONT-DERCK
MY COMMISSION # CC468324 EXPIRES
May 23, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the corporation is D.S.S. Enterprises, Inc.
2. The name and address of the registered agent and office is Daniel W. Sanders, 1025 N. Federal Highway, Suite 250, Lake Park, Florida 33403.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

8/29/96
Date

Daniel W. Sanders
DANIEL W. SANDERS

FILED
96 SEP -5 PM 1:33
NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

SWORN TO and subscribed before me this 29th day of August, 1996, by DANIEL W. SANDERS, who signed the foregoing and is personally known to me, or _____ has produced _____ as identification.

Linda A. Ligmont-Derck
Notary Public, State of Florida
LINDA A. LIGMONT-DERCK
Notary's printed name

My Commission expires:



LINDA A. LIGMONT-DERCK
MY COMMISSION # CC-466324 EXPIRES
May 23, 1999
BONDED THRU TROY FARM INSURANCE, INC