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JAMES A. BOYKO, P.A.

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(813) 841-0878

October 14, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/18/96--01089---009
*****70.00 *****70.00

RE: Filing of Corporation

Gentlemen:

Enclosed please find an original and copy of Articles of Incorporation and Certificate of Registered Agent, along with our check for filing Derek Investments, Inc. Please send us a copy of same indicating filing in the enclosed envelope.

Thank you for your anticipated cooperation in this matter.

Sincerely,

Kathleen Mitchell

Kathleen Mitchell
Legal Assistant to
James A. Boyko, Esquire

:km

Encl.

RECEIVED
DIVISION OF CORPORATIONS
OCT 18 1996
10 13 15

g 10/21/96

FILED
SEP 12 1961
CLERK OF COURT
JACKSONVILLE, FLA.

ARTICLES OF INCORPORATION
OF
DEREK INVESTMENTS, INC.

1. CORPORATE NAME. The name of this corporation is DEREK INVESTMENTS, INC.
2. NATURE OF BUSINESS AND POWERS. The general nature of the business to be transacted by this corporation is to engage in sale of goods and services and any and all business permitted under the laws of the State of Florida.
3. CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time of 1,000 shares of common stock having a par value of \$.01 per share.
4. REGISTERED AGENT AND INITIAL REGISTERED OFFICE. The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

DENNIS R. ZIEMINSKI
1409 RUSSEL LANE
HOLIDAY, FLORIDA 34691
5. The principal office of this corporation shall be:

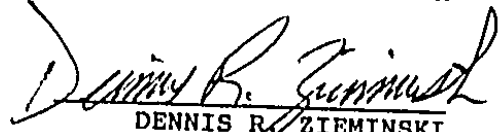
1409 RUSSEL LANE
HOLIDAY, FLORIDA 34691
6. BOARD OF DIRECTORS. This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.
7. INITIAL DIRECTORS. The name of the initial director of this Corporation and their street addresses are:

DENNIS R. ZIEMINSKI
1409 RUSSEL LANE
HOLIDAY, FLORIDA 34691
8. INCORPORATOR. The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

DENNIS R. ZIEMINSKI
1409 RUSSEL LANE
HOLIDAY, FLORIDA 34691

9. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

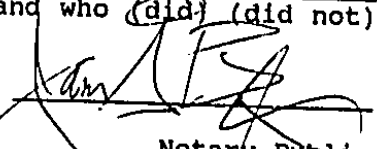
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on December 11, 1996.

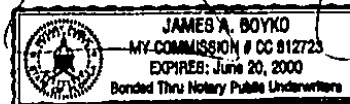

DENNIS R. ZIEMINSKI
Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 11th day of December, 1996 by DENNIS R. ZIEMINSKI, who is personally known to me or who has produced F. B. I. # 2552-176-66-135-0 as identification and who (did) (did not) take an oath.


Notary Public



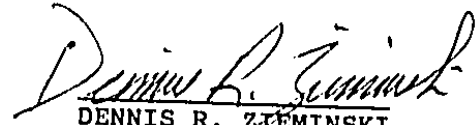
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That DEREK INVESTMENTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1409 RUSSEL LANE, HOLIDAY, FL. 34691, County of Pasco, State of Florida, has named DENNIS R. ZIEMINSKI, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


DENNIS R. ZIEMINSKI
Registered Agent

513-10-0100

OFFICE