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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 21 PM 2:40

Secretary of State  
Corporate Records Bureau  
P.O.Box 6327  
Tallahassee, FL 32301

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-10/22/96--01068--015  
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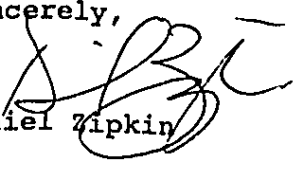
Re: DWZ CORPORATION

We enclose the original and one copy of the Articles of Incorporation for DWZ CORPORATION and a check for \$122.50 to cover filing fees.

If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call Daniel Zipkin at 561-998-7732.

Sincerely,

  
Daniel Zipkin

PLEASE SEND PAPERWORK TO Daniel <sup>W</sup>Zipkin  
5525 N Military Trail, #1304  
Boca Raton, FL 33496

D. BROWN OCT 22 1996

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ARTICLES OF INCORPORATION  
OF  
DWZ CORPORATION

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

Article I  
NAME

The name of this Corporation shall be DWZ CORPORATION.

Article II  
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any and all legal business in the State of Florida, including but not limited to investments in real estate. In addition the Company may borrow or lend money, and make investments in securities and real estate.

ARTICLE III  
STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV  
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

DANIEL ZIPKIN  
5525 N. MILITARY TRAIL, #1304  
BOCA RATON, FL 33496

ARTICLE V  
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation is DANIEL ZIPKIN and the registered office of the Company is at 5525 N MILITARY TRAIL, BOCA RATON, FL 33496

ARTICLE VII  
PLACE OF BUSINESS

The initial place of business for DWZ CORPORATION is 5525 N MILITARY TRAIL, BOCA RATON, FL 33496

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

DANIEL ZIPKIN	5525 N MILITARY TRAIL, BOCA RATON FL 33496
LINDA ANN ZIPKIN	5525 N MILITARY TRAIL, BOCA RATON FL 33496

ARTICLE IX  
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X  
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

ARTICLE XI  
BY-LAWS

The board of directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, in any manner proscribed by law.

ARTICLE XII  
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

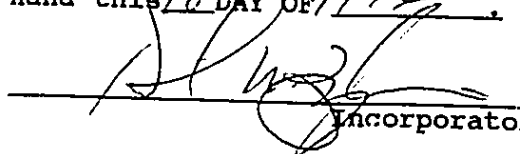
ARTICLE XIII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV  
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing incorporator, to the foregoing articles of incorporation, has set his hand this 10 DAY OF 1995.

  
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this day personally appeared before me, the undersigned authority, DANIEL ZIPKIN, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

In witness whereof, I have hereunto set my hand and affixed my official seal on this 16th day of October.

Joan A. Dixon  
Notary Public  
State of Florida at Lodge



My Commission Expires

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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 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST--THAT DWZ CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
5525 N MILITARY TRAIL BOCA RATON FLORIDA 33496 HAS NAMED DANIEL ZIPKIN,  
LOCATED AT 5525 N MILITARY TRAIL BOCA RATON FLORIDA 33496, AS ITS AGENT  
TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THIS 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.

  
\_\_\_\_\_  
RESIDENT AGENT

10/16/96  
\_\_\_\_\_  
DATE