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WAYNE L. ALLEN, P.A.

ATTORNEY AT LAW

CERTIFIED MEDIATOR  
EMPLOYMENT LAW  
BUSINESS LAW  
GENERAL PRACTICE

November 1, 1996

700 NORTH WICKHAM ROAD  
SUITE 107  
MELBOURNE, FLORIDA 32908  
(407) 264-7650  
FAX (407) 242-1681

VIA AIRBORNE EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Att: New Filings

**Re: Incorporation of DBMI, Inc.**

Dear Sir/Madam:

Enclosed please find the following:

1. The executed original and one copy of the Articles of Incorporation for the subject corporation.
2. Our firm check in the amount of \$122.50 to cover the following fees:
  - a. Thirty-five dollar corporation filing fee.
  - b. Fifty-two dollars and fifty cents for a certified copy of the Articles of Incorporation.
  - c. Thirty-five dollar fee for designation of Wayne L. Allen, the registered agent.
3. Designation as registered agent.
4. A self-addressed Airborne Express prepaid airbill for your use in returning the certified copy of the Articles of Incorporation and acknowledgement of filing to this office.

Thank you for your assistance and cooperation in this matter.

Sincerely,



Wayne L. Allen

Enclosures  
WLA/da  
cc: Demetrios Mena

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**ARTICLES OF INCORPORATION**  
**OF**  
**DBMI, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

DBMI, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2900 Thornton Road  
Clearwater, Florida 34619

**ARTICLE III**  
**DURATION**

This corporation shall have perpetual existence.

**ARTICLE IV**  
**PURPOSE**

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

**ARTICLE V  
CAPITAL STOCK**

This corporation is authorized to issue (100) shares of (\$5.00) par value common stock, which shall be designated "common shares".

**ARTICLE VI  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VII  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XIII  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent is:

WAYNE L. ALLEN, ESQUIRE  
700 N. WICKHAM ROAD, SUITE 107  
MELBOURNE, FL 32935

**ARTICLE IX  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

DEMETRIOS MENA  
2900 THORNTON ROAD  
CLEARWATER, FL 34619

**ARTICLE X  
INCORPORATOR**

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

DEMETRIOS MENA  
2900 THORNTON ROAD  
CLEARWATER, FL 34619

**ARTICLE XI  
BYLAWS**

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

**ARTICLE XII  
CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

**ARTICLE XIII  
CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called as provided by law.

**ARTICLE XIV  
SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV  
SHAREHOLDER'S MEETING NOT REQUIRED**

Any action of the shareholders of this corporation may be taken by written consent.

**ARTICLE XVI  
DIRECTOR QUORUM**

A majority of the directors shall constitute a quorum for a meeting of directors.

**ARTICLE XVII  
MEETINGS BY CONFERENCE TELEPHONE**

Members of the board of directors may participate in meetings of the board of directors by means of conference telephone as provided by law.

**ARTICLE XVIII  
ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided in the by-laws.

**ARTICLE XIX  
DIVIDENDS**

Dividends may be paid to shareholders.

**ARTICLE XX  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XXI  
AMENDMENT**


This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on this      day of November, 1996.

  
\_\_\_\_\_  
DEMETRIOS MENA, Incorporator

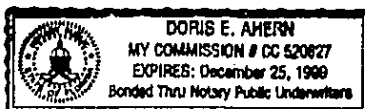
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared DEMETRIOS MENA, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

 WITNESS my hand and official seal in the County and State named above this day of November, 1996.

My commission expires:

  
\_\_\_\_\_  
Notary Public



CERTIFICATE OF DESIGNATION  
RESIDENT AGENT/RESIDENT OFFICE

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STATE  
FLORIDA

In compliance with Section 48.091, and Section 607.0501, Florida Statutes,  
the following is submitted:

That DBMI, Inc., desiring to organize under the laws of the State of Florida,  
with its registered office at 700 N. Wickham Road, Suite 107, Melbourne,  
Florida, County of Brevard, has named Wayne L. Allen, attorney, located at 700  
N. Wickham Road, Suite 107, Melbourne, Florida, County of Brevard, as its  
registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for  
the above named Corporation at the place designated in this certificate, I 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.

DATED this 1st day of November, 1996.

  
WAYNE L. ALLEN