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ASHLEY R. POLLOW, P.A.
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THE EXECUTIVE COURT

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198 ACCT. CPA, M.D.A., M.B. TAXATION JD
190. M.D.A. ALSO ADMITTED CALIFORNIA

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 14, 1996

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation
D & B ENT. OF AMERICA, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of D & B ENT. OF AMERICA, INC.'s Articles of Incorporation and a check for \$122.50, representing payment for the following:

| | |
|----------------------|-------|
| Filing Fee | 35.00 |
| Certified Copy Fee | 52.50 |
| Registered Agent Fee | 35.00 |

Please file the original Articles of Incorporation and conform the copy. The conformed copy can be sent to the undersigned.
thank you.

Very truly yours,

ASHLEY R. POLLOW, P.A.

By: Ashley R. Pollow, Esquire
For the Firm

enclosures

cc: D & B ENT. OF AMERICA, INC.
(w/o encl.)

Wrote 25096
PK
11/18/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1996

ASHLEY R. POLLOW, P.A.
2295 CORPORATE BLVD NW, SUITE 145
BOCA RATON, FL 33431-7330

SUBJECT: D & B ENT. OF AMERICA, INC.
Ref. Number: W96000023696

We have received your document for D & B ENT. OF AMERICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 896A00051133

ARTICLES OF INCORPORATION

OF

D & B ENT. OF AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Daniel J. Jacobs executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

- a. The name of this corporation shall be: D & B ENT. OF AMERICA, INC.
- b. The mailing address of this corporation shall be at:

Rt. 1, Box 302
Delray Beach, FL 33446

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 16380 1 Mile Road
Delray Beach, FL 33446

Registered Agent: Daniel J. Jacobs

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member or members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Daniel J. Jacobs

ADDRESS: 16380 1 Mile Road
Delray Beach, FL 33446

ARTICLE VIII - INCORPORATOR

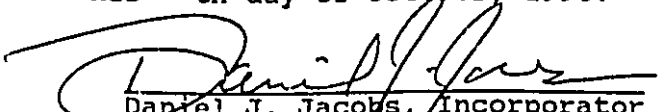
The name and address of the incorporator executing these Articles of Incorporation is:

NAME: Daniel J. Jacobs
ADDRESS: 16380 1 Mile Road
Delray Beach, FL 33446

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

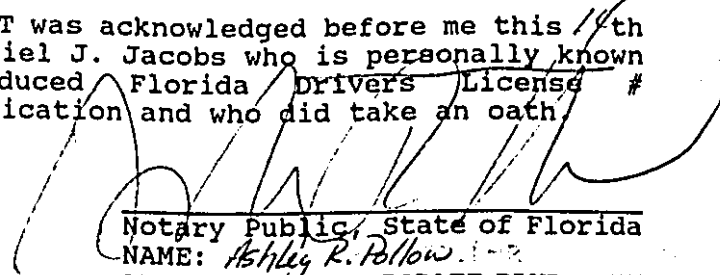
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this th day of October, 1996.

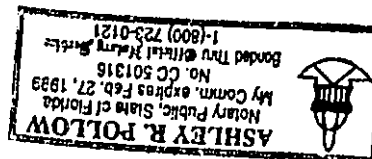

Daniel J. Jacobs, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Daniel J. Jacobs, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of October, 1996, by Daniel J. Jacobs who is personally known to me or who has produced Florida Drivers License # _____ as identification and who did take an oath.


Notary Public, State of Florida
NAME: Ashley R. Pollock
ADDRESS 2295 CORPORATE BLVD., NW
SUITE 145 BOCA RATON, FL 33431
Commission No.:
My commission expires:



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

FILED

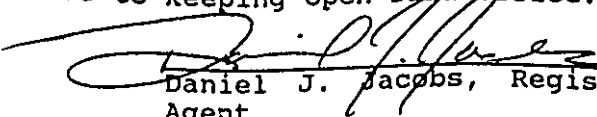
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In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act: TALLAHASSEE, FLORIDA

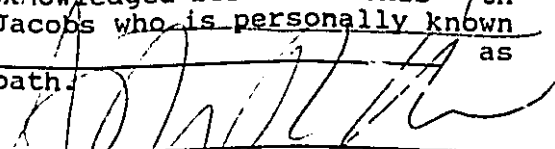
First, that D & B ENT. OF AMERICA, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Delray Beach, Palm Beach County, State of Florida, has named Daniel J. Jacobs, located at 16380 1 Mile Road, Delray Beach, FL 33446 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Daniel J. Jacobs, Registered
Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of October, 1996, by Daniel J. Jacobs who is personally known to me or who has produced identification and who did take an oath.


Notary Public, State of Florida
NAME: Ashley R. Follow
ADDRESS 2295 CORPORATE BLVD., NW
SUITE 145 BOCA RATON, FL 33431
Commission No.:
My commission expires:

