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Attorney At Law

GRAND BAY PLAZA, SUITE 1100

2663 SOUTH BAYSHORE DRIVE
COCONUT GROVE, FLORIDA 33133
TELEPHONE (305) 285-0800
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December 11, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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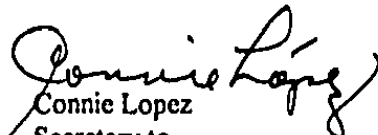
Re: D.FERG Production, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for D.FERG PRODUCTION, INC., for filing, along with check # 2050 in the amount of \$122.50 payable to the Secretary of State for the filing fee.

If you need any additional information in regards you may contact us at (305) 285-0800.

Sincerely,


Connie Lopez
Secretary to
Richard Siegmester, Esq.

EFFECTIVE DATE
DEC 18 1996

FILED
96 DEC 13 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

~~DEC 18 1996~~

**ARTICLES OF INCORPORATION
OF
D.FERG PRODUCTION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of this corporation is **D.FERG PRODUCTION, INC.**

ARTICLE II

The purpose or purposes for which this corporation is organized to conduct any or all lawful business.

ARTICLE III

This corporation is authorized to issue a maximum of one thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of ten cents (\$.10) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be:

14800 S.W. 166th Street
Miami, Florida 33177

ARTICLE VI

The number of directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

PREPARED BY: RICHARD SIEGMEISTER, ESQUIRE
2665 SOUTH BAYSHORE DRIVE, SUITE 1100
COCONUT GROVE, FLORIDA 33133
(305) 285-0800 \ (305) 285-0837
FLA. BAR NO. 0700975

The name and post office of the first Board of Directors and officer of this corporation, who shall hold office for the first year or until his successor are chosen shall be:

Jason Ferguson
14800 S.W. 166th Street
Miami, Florida 33177

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Jason Ferguson
14800 S.W. 166th Street
Miami, Florida 33177

ARTICLE IX

The corporations initial Registered Agent and Registered Office in the State of Florida shall be:

Richard Siegmeister, Esquire
2665 S. Bayshore Drive
Suite 1100
Coconut Grove, Florida 33133

ARTICLE X

The corporation's existence will commence on December 18, 1996.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


JASON FERGUSON

PREPARED BY: RICHARD SIEGMEISTER, ESQUIRE
2665 SOUTH BAYSHORE DRIVE, SUITE 1100
COCONUT GROVE, FLORIDA 33133
(305) 285-0800 \ (305) 285-0837
FLA. BAR NO. 0700975

STATE OF FLORIDA)
)SS
COUNTY OF FLORIDA)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JASON FERGUSON whom produce F622-425-67-129-0 J.A.D. Lic. as identification, known to be the described in the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County of Dade, State of Florida, this 6 day of December 1996.



NOTARY PUBLIC

SEAL:



CONNIE LOPEZ
My Commission CC427380
Expires Dec 18 1998
Bonded by HAI
800-422 1555

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

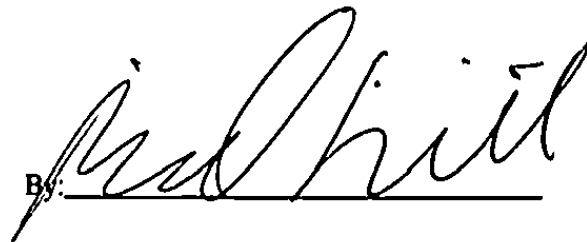
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In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First that **D.FERG PRODUCTION, INC.**, desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, Dade County, State of Florida, has named Richard Siegmeister as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service for the above stated corporation, at the 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.

By: 

Richard Siegmeister, Esquire