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January 2, 1997

Via FedEx w/return FedEx

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: D&F Macomber Inc.

000002045770--1
901 83 31 201164--016
*****75.75 *****78.75

Gentlemen:

We have enclosed an original and one copy of the Articles of Incorporation for the referenced corporation for filing. Also enclosed is our check in the amount of ~~\$78~~.75 in payment of the following:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certificate of Status	<u>8.75</u>
TOTAL	\$78.75

Please note, we will not require a certified copy.

Please contact me if you have any questions.

Sincerely,

HUME & JOHNSON P.A.

Michelle Manin
Michelle Manin
Legal Assistant to
John Hume

JH:
Encl.

cc. Client

a:\art-inc.mac
revised 9/95

EFFECTIVE DATE

Jan 2, 1997

FILED
97 JAN -3 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
D&F MACOMBER INC.

FILED

97 JAN -3 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is D&F MACOMBER INC.

ARTICLE II. DURATION

EFFECTIVE DATE

Jan 2, 1997

This corporation shall have perpetual existence commencing January 2, 1997.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3804 N.W. 84th Avenue, Coral Springs, Florida and the name of the initial registered agent of this corporation at that address is Donald K. Macomber. The principal office and registered office are identical.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the sole member of the initial Board of Directors of this corporation is:

NAME

Donald K. Macomber

ADDRESS

3804 N.W. 84th Avenue
Coral Springs, Florida 33065

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator is:

NAME

Donald K. Macomber

ADDRESS

3804 N.W. 84th Avenue
Coral Springs, Florida 33065

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 1997.



Donald K. Macomber, Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).



Donald K. Macomber, Registered Agent