



THE UNITED STATES
CORPORATION
COMPANY

P97000003576

97 JAN 14 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-10-97

ACCOUNT NO. : 072100000032

REFERENCE : 220907 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 14, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 220907-005

CUSTOMER NO: 132254A

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-01/14/97--01087--011
*****70.00 *****70.00

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: DMI ACQUISITION CORP.

EFFECTIVE DATE: JANUARY 10, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

WCE
1/14/97

ARTICLES OF INCORPORATION
OF
DMI ACQUISITION CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is DMI Acquisition Corp.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 10700 76th Court North, Largo, Florida 34647.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of January 10, 1997.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

EFFECTIVE DATE
1-10-97

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, 150 Second Avenue North, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are Robert A. Butterworth, Donald J. Perfetto and Regis H. Farrell, all at 10700 76th Court, Largo, Florida, 34647.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Joel D. Bronstein, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

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

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 13 day of January, 1997.


Joel D. Bronstein

INCORPORATOR

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