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January 17, 1996

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Florida Secretary of State
409 East Gaines
Tallahassee, FL 32399

Re: Dal-Cot Incorporated

Dear Sir/Madam:

Enclosed please find for filing the Articles of Incorporation of Dal-Cot Incorporated, together with a check for the required filing fee of \$122.50. Upon filing of the enclosed Articles, please forward to us a certified copy.

If you have any questions please feel free contact me.

Sincerely,

Amy W. Recchio
Amy W. Recchio
Legal Assistant

AWR/alg
Enclosures
cc: Michael A. Dalton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 22 PM 3:54

g/f 1/28/97

**ARTICLES OF INCORPORATION OF
DAL-COT INCORPORATED**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **DAL-COT INCORPORATED**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 3005 West Stovall Place, Tampa, Florida 33629, and the mailing address of the Corporation is 3005 West Stovall Place, Tampa, Florida 33629.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Michael A. Dalton

3005 West Stovall Place
Tampa, Florida 33629

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two (2) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Michael A. Dalton	3005 West Stovall Place Tampa, Florida 33629
Nancy Cottrell	3005 West Stovall Place Tampa, Florida 33629

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Michael A. Dalton	3005 West Stovall Place Tampa, Florida 33629

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of January, 1997.



Michael A. Dalton, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Dal-Cot Incorporated.
2. The name and address of the registered agent and office is:

Michael A. Dalton
3005 West Stovall Place
Tampa, Florida 33629

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SIGNATURE:
TITLE:

Ma Dalton
Director

DATE: January 16, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

Ma Dalton
Michael A. Dalton

DATE:

January 16, 1997