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ATTORNEYS AT LAW

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MARITAL LAW
CRIMINAL LAW
BUSINESS LAW

KENNETH H. TRIBUCH

OF COUNSEL
RICHARD GOLDSTONE, P.A.

2301 WEST SAMPLE ROAD
BUILDING 3, SUITE 3A
POMPANO BEACH, FLORIDA 33073

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PALM BEACH (407) 732-1755
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January 28, 1997

Department of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002078163--6
-02/05/97--01042--013
***122.50 ***122.50

Re: DFP, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 representing the filing fee in this matter. After same has been filed, please return the copy to this office at your earliest convenience.

Should you have any questions, please do not hesitate to contact this office.

Your courtesy and cooperation is appreciated.

Respectfully,
ALAN FISHMAN & ASSOCIATES, P.A.

By: 
KENNETH H. TRIBUCH, ESQ.

KHT:jam

Enclosures

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2-6-97
TD
FILED
97 FEB -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DFP, INC.

FILED
5-5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

DFP, INC.

ARTICLE II - PURPOSE

This corporation shall be authorized to undertake any other lawful business or enterprize allowed by the Laws of the State of Florida and of the United States.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - RIGHTS OF SHARES OF CAPITAL STOCK

Section 1.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2.

Except as otherwise provided by law, the entire voting power for the election of Board of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation shall be: 3951 West Davie Boulevard
Fort Lauderdale, Florida 33312

The name of the initial registered agent of this corporation shall be: Kenneth H. Tribuch, Esq.
Alan Fishman & Associates, P.A.
2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, Florida 33073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are: Julia C. Baram

3951 West Davie Boulevard
Fort Lauderdale, Florida 33073

Maria Crisanta Madrid
3951 West Davie Boulevard
Fort Lauderdale, Florida 33312

Carlos Canizalez
3951 West Davie Boulevard
Fort Lauderdale, Florida 33312

The name and address of the persons signing these Articles of Incorporation are: Julia C. Baram
3951 West Davie Boulevard
Fort Lauderdale, Florida 33312

Maria Crisanta Madrid
3951 West Davie Boulevard
Fort Lauderdale, Florida 33312

Carlos Canizalez
3951 West Davie Boulevard
Fort Lauderdale, Florida 33312

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relations to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreement, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE VIII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements or the corporation represented to him to be correct by an officer having charge of its books or account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable, if, in good faith, in determining the amount available for dividends or distributions, he considers the assets to be of their book value.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE X


Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to

vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing of writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of January, 1997.



Julia C. Barma, Incorporator



Maria Crisanta Madrid
Incorporator



Carlos Canizales, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

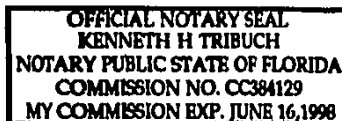
THE FOREGOING INSTRUMENT was acknowledged before me this 30 day of January, 1997 by JULIA C. BARMA, who is personally known by me or who produced Florida Driver's License as identification.



NOTARY PUBLIC, STATE OF FLORIDA

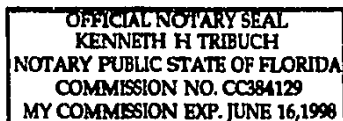
Kenneth H. Tribuch

Printed Name of Notary Public



STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

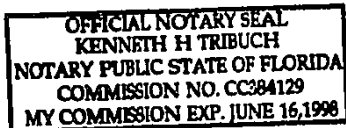
THE FOREGOING INSTRUMENT was acknowledged before me this 30
day of January, 1997 by MARIA CRISANTA MADRID, who is personally
known by me or who produced Florida Driver's License as
identification.



Kenneth H. Tribuch
NOTARY PUBLIC, STATE OF FLORIDA
Kenneth H. Tribuch
Printed Name of Notary Public

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 30
day of January, 1997 by CARLOS CANIZALES, who is personally known
by me or who produced Florida Driver's License as identification.




Kenneth H. Tribuch
NOTARY PUBLIC, STATE OF FLORIDA
Kenneth H. Tribuch
Printed Name of Notary Public


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


FILED
97 FEB -5 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following
submitted, in compliance with said Act:

First--that DFP, 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 Ford Lauderdale, County of
Broward, State of Florida, has named Kenneth H. Tribuch, Esq., of
Alan Fishman & Associates, P.A., located at 2301 West Sample Road,
Building 3, Suite 3A, City of Pompano Beach, State of Florida
33073, as its agent to accept service of process within this state.



JULIA C. BARAM


MARIA CRISANTA MADRID


CARLOS CANIZALES

ACKNOWLEDGEMENT: (must be signed by designated agent)

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



KENNETH H. TRIBUCH
Resident Agent

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