

P97000024164

TRANSMITTAL LETTER

TO: DIVISION OF CORPORATIONS

SUBJECT: dB EXPRESS, INC.

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-02/28/97--01036--010
*****122.50 *****122.50

Dear Sir or Madame:

The enclosed Articles of Incorporation and check are submitted to be filed for dB Express, Inc.

Please return all correspondence concerning this matter to the following:

Deborah L. Doherty (Registered Agent)
dB Express, Inc.
5841 Boynton Beach Blvd.
Boynton Beach, Fl. 33437

Should you need to call someone concerning this matter, please call:

Deborah L. Doherty at (561) 364-0162

Sincerely,

Deborah L. Doherty
Deborah L. Doherty

FILED
97 FEB 28 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dmc
3/6/97

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 6, 1997

DEBORAH L. DOHERTY
DB EXPRESS, INC.
5841 BOYNTON BEACH BLVD.
BOYNTON BEACH, FL 33437

SUBJECT: DB EXPRESS, INC.
Ref. Number: W97000005250

We have received your document for DB EXPRESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 297A00011518

TRANSMITTAL LETTER

TO: DIVISION OF CORPORATIONS
Doris McDuffie
Corporate Specialist Supervisor.

March 14, 1997

SUBJECT: dB EXPRESS CABLE, INC.
Ref. Number W97000005250

Dear Ms. McDuffie:

Please find enclosed corrected Articles of Incorporation for dB Express Cable, Inc. (original and one copy) and copy of your letter dated March, 6 1997.

In response to your letter of March 6, 1997 the name of the corporation has been changed to dB Express Cable, Inc. Also as of March 11, 1997 your office has no record of conflict with this name.

Article IX of the Articles of Incorporation has been corrected to list the principal office of the corporation in accordance with section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes.

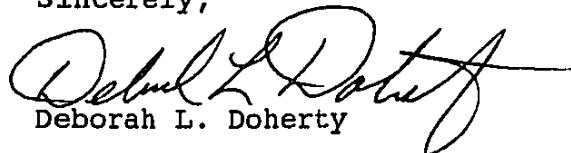
In addition, we request that you back date the filing date to the date of receipt of the previously submitted articles of incorporation in order that the corporation meets the filing deadline required by the IRS for corporations..

Thank you for your cooperation concerning this matter. If you have any questions, please do not hesitate to call collect at (561) 364-0162.

Please return all correspondence concerning this matter to the following:

Deborah L. Doherty (Registered Agent)
dB Express Cable, Inc.
5841 Boynton Beach Blvd.
Boynton Beach, Fl. 33437

Sincerely,


Deborah L. Doherty

Enclosures

ARTICLES OF INCORPORATION OF
dB EXPRESS CABLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such operation:

ARTICLE I - NAME

The name of this corporation is dB EXPRESS CABLE, INC.

ARTICLE II - DURATION

The duration of this corporation is "perpetual."

ARTICLE III - CORPORATION PURPOSES

The primary purpose for which this corporation organized is to provide cable sweep services to the general public for a fee. This corporation shall also undertake and engage in all matters related or ancillary thereto, and to undertake and engage in any and all other lawful transactions.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is ONE THOUSAND (1,000) shares of no par value stock. All stock of the corporation shall be one of the same class, common, and all stock shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of shares.

ARTICLE VIII - INTERNAL AFFAIRS

The Directors shall adopt Bylaws which are not inconsistent with these Articles for the regulation and management of the affairs of the corporation. These Bylaws may be amended from time to time or repealed pursuant to law.

ARTICLE IX - PRINCIPAL OFFICE AND REGISTERED AND AGENT

The address of this corporation's initial principal office and the name of its original registered agent at such addresses are:

Principal Office
dB EXPRESS CABLE, INC.
4890 Beresford Circle
West Palm Beach, Fl 33417

Registered Agent
Deborah L. Doherty
5841 Boynton Beach Blvd.
Boynton Beach, Fl. 33437

ARTICLE X - DIRECTORS

The Board of Directors shall consist of not less than one (1) nor more than five (5) members, as the Board of Directors may itself from time to time determine. The names and addresses of the persons to serve as Directors until the first annual meeting of stockholders, or until their successor or successors are elected and qualify, are:

Dale Baker
4890 Beresford, Fl.
West Palm Beach, Fl 33417

ARTICLE XI - SHAREHOLDERS

The names and addresses of the Corporation's shareholders are:

<u>SHAREHOLDER</u>	<u>ADDRESS</u>	<u>SHARES</u>
1. Dale Baker	4890 Beresford Circle	100%

ARTICLE XII - INCORPORATORS

The name and address of each incorporator is:

Dale Baker
4890 Beresford Circle
West Palm Beach, Fl. 33417

ARTICLE XIII - OFFICERS

The names and addresses of the persons to serve as Officers until the first annual meeting of stockholders, or until their successor or successors are elected and qualify, are:

President:

Dale Baker
4890 Beresford Circle
West Palm Beach, Fl 33417

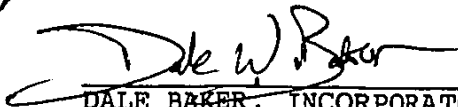
Secretary/Treasurer:

Deborah L. Doherty
5841 Boynton Beach Blvd.
Boynton Beach, Fl 33437

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve at any time as a Director or Officer of the Corporation, and their heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them are made parties, or which may be asserted against any of them by reason of being, or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be adjudged to be personally liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

DATED this 14 day of March, 1997.



DALE BAKER, INCORPORATOR

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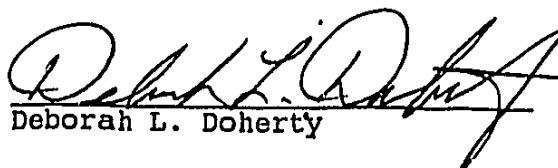
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(ACCEPTANCE OF REGISTERED AGENT DESIGNATION)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Deborah L. Doherty, named in Article X hereof as the Registered Agent of dB Express Cable, Inc., do hereby consent to serve as such Registered Agent until the time of my resignation or my removal.

Dated this 10th day of March, 1997.


Deborah L. Doherty