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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: DCC MANAGEMENT, INC.

AUDIT NUMBER.....H97000004816

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

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DCC MANAGEMENT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

DCC MANAGEMENT, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1,000 shares of Class A Common Stock;
- B. 9,000 shares of Class B Common Stock.

Prepared By:

Charles E. Muller II, Esq.
Lescher Chaves Rubin Forman & Muller, P.A.
1100 S. Dadeland Boulevard, Suite 1707
Miami, FL 33156
Florida Bar No. 239356
(305) 670-0444

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All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II
One Datan Center, Suite 1707
9100 S. Dadeland Boulevard
Miami, Florida 33156-7819

ARTICLE VI

The number of directors of the corporation shall be determined pursuant to the bylaws of the corporation, but shall not be less than one, and the manner of election of directors shall be provided in such bylaws.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Charles E. Muller II
One Datan Center, Suite 1707
9100 S. Dadeland Boulevard
Miami, Florida 33156-7819

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ARTICLE VIII

The mailing address of the corporation is:

1801 South Federal Highway
Delray Beach, Florida 33483

Executed at Miami, Florida, this 21st day of March, 1997.

Charles E. Muller II

Charles E. Muller II, Incorporator

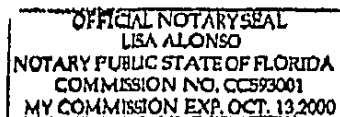
STATE of FLORIDA)
) SS
COUNTY of DADE)

The foregoing instrument was acknowledged before me this 21 day of March, 1997,
by Charles E. Muller II. He is personally known to me and did not take an oath.

Lisa Alonso

Name: _____
Serial No.: _____
Notary Public
State of Florida at Large

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of DCC MANAGEMENT, INC., the

- undersigned accepts such appointment and agrees to act in such capacity.

Dated this 21st day of March, 1997.



Charles E. Muller II
Registered Agent

Notations/articles

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