

P970000 29925



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 315811 5405A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 2, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 315811-005

200002131552--6

CUSTOMER NO: 5405A

-04/02/97--01095--008
****122.50 ****122.50

CUSTOMER: Ms. Sue Iorio
JEFFREY A. PAINE, P.A.

500 S. Australian Avenue
Suite 120
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: D.J.G. HOLDING COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 APR -2 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC 4/2/97

97 APR -2 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
D.J.G. HOLDING COMPANY, INC.**

FILED

97 APR -2 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

D.J.G. HOLDING COMPANY, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o 500 S. Australian Avenue
Suite 120
West Palm Beach, FL 33409

ARTICLE V - DIRECTORS

The names and street addresses of the initial directors are:

David Goldstein 11614 Blalock Forest
Houston, TX

ARTICLE VI - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of Class A common voting stock at \$1.00 par value per share.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jeffrey Paine, Esq.
500 S. Australian Avenue
Suite 120
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATOR

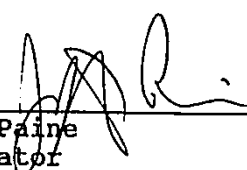
The name and street address of the incorporator to these Articles of Incorporation is:

Jeffrey Paine
500 S. Australian Avenue
Suite 120
West Palm Beach, FL 33401

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the shareholders at any meeting.

Dated this 31 day of March, 1997.

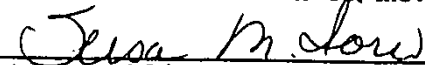


Jeffrey Paine
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, JEFFREY PAINE, who is well known to me.



Notary Public

My Commission Expires
(SEAL)



Susan M. Iorio
MY COMMISSION # CC648803 EXPIRES
April 10, 2000
BUNDLED THRU TROY PAUL INSURANCE, INC.

FILED

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

97 APR -2 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

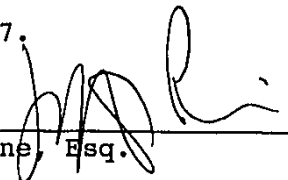
The following is submitted pursuant to Section 48.09(1) and
Section 607.034, Florida Statutes.

D.J.G. HOLDING COMPANY, INC. desiring to organize under the
laws of the State of Florida, has named Jeffrey Paine, Esq., 500
S. Australian Avenue, Suite 120, West Palm Beach, Florida 33401,
as its initial registered agent to accept service of process
within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated corporation, at the above stated office within this
State, I hereby accept to act in this capacity and agree to
comply with the provisions of said statute relative to keeping
the registered office of the corporation open from 10:00 a.m. to
noon each day, except Saturdays, Sundays and legal holidays, and
to post herein a sign designating the name of the corporation and
the name of its registered agent.

Dated this 31 day of March, 1997.



Jeffrey Paine, Esq.