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ATTORNEY AT LAW

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20 Mar. 1997

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****122.50 ****122.50

State of Florida
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314
ATTN: CORPORATE RECORDS

Re: Our file No. D-240
~~D & S Industries, Ltd.~~

Dear Sir/Madam,

Happy to enclose our check in the amount of \$122.50 for corporation, together with the original executed Articles and one copy.

Thank you and if you have any questions please advise.

Sincerely,

Neil W. MacMillan
Neil W. MacMillan

NWM/wl
Encl.

506-502
W97-7241

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 2:38

eg 4/7/97



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR -7 PH 2: 38

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

NEIL W. MACMILLAN, ESQUIRE
930 N.E. JENSEN BEACH BLVD.
JENSEN BEACH, FL 34957

SUBJECT: D & S INDUSTRIES, LTD.
Ref. Number: W9700007241

*Dee & Sea
change Industries, Corp.*

We have received your document for D & S INDUSTRIES, LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO. *yes*

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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00015817

*Thanks -
Neil
3 Apr 97*

ARTICLES OF INCORPORATION

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OF

Dee & Sea Industires, Corp.

ARTICLE I- NAME

The name of the Corporation shall be Dee & Sea Industries, Corp.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III- PURPOSES

This corporation is organized for the purpose of transacting any and all legal business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to offer and issue 1000 shares of \$1.00 par value common stock.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:

4066 S.W. Jaquist, Pt. St. Lucie, Fla. 34953

The name of the initial registered agent of this corporation at that address is: Steven Ayvaz.

The principal address shall be the same.

ARTICLE VI- DIRECTORS

This corporation shall have one (1) director constituting its initial Board of Directors. The number of directors may be either increased or diminished from time to time by the By-laws of the corporation. The name and address of the initial Board of Director is:

Steven Ayvaz 4066 S.W. Jaquist
Pt. St. Lucie, Fla. 34953

ARTICLE VII- INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

Steven Ayvaz

4066 S.W. Jagust
Pt. St. Lucie, Fla. 34953

ARTICLE VIII- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

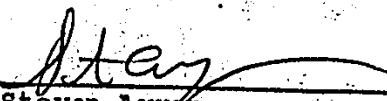
ARTICLE IX- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X- AMENDMENTS TO ARTICLES OF BY-LAWS

The Power to adopt, amend, alter, or repeal these Articles of corporation as well as the By-Laws of this corporation shall be reserved to the shareholders.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 16 day of _____ day of MARCH, 1997.



Steven Ayvaz

STATE OF FLORIDA
COUNTY OF MARTIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The foregoing Articles of Incorporation were acknowledged before me this 16th day of MARCH, 1997, by Steven Ayvaz, incorporator of the foregoing corporation.



John H. Willard
MY COMMISSION # CCS44200 EXPIRES
JUN 24, 2000
BONDED THRU TROY FASH INSURANCE, INC.

[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process, for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 16 day of MARCH, 1997.

[Signature]
Steven Ayvaz
REGISTERED AGENT

