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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: D & N INTERNATIONAL ENTERPRISES CORP.

AUDIT NUMBER.....H97000006650

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

D & N INTERNATIONAL ENTERPRISES CORP.

Article I

CORPORATE NAME

The Name of this Corporation shall be: D & N INTERNATIONAL ENTERPRISES CORP.

Article II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:
L.G. INTERNATIONAL CORP.
561 NE 79 Street,
Suite 202
Miami, Florida 33138
(305) 758-3560

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Article IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's Initial Principal Office and Mailing address in the State of Florida shall be: 11991 SW 94 Street, Miami, Florida 33186.

Article V

INITIAL REGISTERED AGENT

The Corporations' initial Registered Agent in the State of Florida shall be:

<u>NAME</u>	<u>ADDRESS</u>
DAVID LLaurado	11991 SW 94 Street Miami, Florida 33186

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at one time.

Article VII

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
DAVID LLaurado	11991 SW 94 Street Miami, Florida 33186

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NORA LLAUARADO

11991 SW 94 Street
Miami, Florida 33156

The members of the first Board of Directors shall hold office until the first organizational meeting of the Shareholders and Directors of the Corporation.

Article VIII

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

MARIA T. LOPEZ


561 NE 79th Street #202
Miami, Florida 33138

Article IX

COMMENCEMENT DATE

Corporate existence will commence on the filing of these Articles with the Secretary of State.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.



MARIA T. LOPEZ
561 NE 79 STREET
Suite #202
Miami, Florida 33138

STATE OF FLORIDA }
COUNTY OF DADE } SS

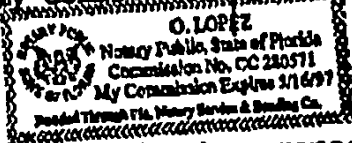
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The foregoing instrument was acknowledged before me this 23rd day of April, 1997, by MARIA T. LOPEZ -- who is personally known to me and who did not take an oath.

NOTARY PUBLIC STATE OF FLORIDA
Name:

My Commission Expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

DATED:

David Laurado
DAVID LAURADO, REGISTERED AGENT

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