

DCR

ASSOCIATES, INC.

MARITIME CONSULTANTS

LOS ANGELES

MIAMI

NORFOLK

P97000049315

24 April, 1997

Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

RE: Business Incorporation

500002156975--6

-04/28/97--01113--001

****122.50 ****122.50

Gentlemen:

Enclosed are the Articles of Incorporation and Bylaws for DCR Associates, Inc. in addition to Check # 172 in the amount of \$122.50. Please return the certified copy of the Articles of Incorporation to the address listed below. If you have any questions, please do not hesitate to contact me. Thank you for your help with this matter.

Sincerely,

Richard Simpson

Richard Simpson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -4 PM 2:55

*634, 651, 671
787, 615
2/97-9877*

1118 ISLAND DRIVE DELRAY BEACH FL 33483
(561) 278 - 9184

DOWN JUN - 4 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1997

RICHARD SIMPSON
1118 ISLAND DRIVE
DELRAY BEACH, FL 33483

SUBJECT: DCR ASSOCIATES, INC.
Ref. Number: W97000009877

We have received your document for DCR ASSOCIATES, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

RS

Bylaws are not filed with this office. Please retain them for your records.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 197A00022156

ARTICLES OF INCORPORATION
of
DCR ASSOCIATES, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is DCR Associates, Inc..

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Richard Simpson
DCR Associates, Inc.
1118 Island Drive
Palm Beach County
Delray Beach, FL 33483

ARTICLE IV
PRINCIPAL OFFICE

DCR Associates, Inc.
1118 Island Drive
Palm Beach County
Delray Beach, FL 33483

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

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**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Richard Simpson
1118 Island Drive
Delray Beach, FL 33483

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**


To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

 6/2/97
Richard Simpson, Incorporator
1118 Island Drive
Delray Beach, FL 33483

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is DCR ASSOCIATES, INC.

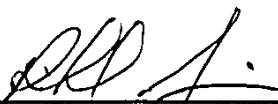
2. The name and address of the registered agent and office is:

RICHARD SIMPSON
(NAME)

1118 ISLAND DRIVE
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DELRAY BEACH FL 33483
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

6/2/97
(DATE)