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Telephone: (954) 791-2010

June 10, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: D & S American International Corporation**

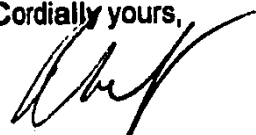
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\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. I have also enclosed a check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles.

If there is anything further needed please contact my office.

Cordially yours,



RHEA P. GROSSMAN

FILED  
97 JUN 12 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RPG/sjs  
Encls.

cc: Mr. Donald G. Stefanko (w/encls)

9/6-12-97

## ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is D & S AMERICAN INTERNATIONAL CORPORATION, a Florida corporation.

2. Principle Place of Business. The principle place of business for said corporation is 3341 Carambola Circle South, Coconut Creek, Florida 33066.

3. Duration. The period of its duration is perpetual.

4. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including

5. Capital Stock. The corporation is authorized to issue 100 shares, all of one class, at no par value.

6. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation as follows:

Donald G. Stefanko  
3341 Carambola Circle, S.  
Coconut Creek, Florida 33066

7. Initial Board of Directors. This corporation shall have 2 directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

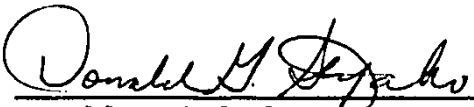
<u>NAME</u>	<u>ADDRESS</u>
Donald G. Stefanko	3341 Carambola Circle Coconut Creek, Florida 33066
David L. Skalsky	821 S.E. 6th Avenue Pompano Beach, Florida 33060


8. Incorporator. The name and address of the Incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
Donald G. Stefanko	3341 Carambola Circle Coconut Creek, Florida 33066
David L. Skalsky	821 S.E. 6th Avenue Pompano Beach, Florida 33060

9. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 8 day of June, 1997.

  
Donald G. Stefanko, Incorporator

  
David L. Skalsky, Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
REGISTERED AGENT

DATED: 6/8/97

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TALLAHASSEE, FLORIDA