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CORINNE M. MASTRONARDI, P.A.
POST OFFICE DRAWER 21234
FORT LAUDERDALE, FLORIDA 33335

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May 29, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

SUBJECT: DREAM MAKERS ENTERPRISES, INC.

Dear Sir or Madam:

EFFECTIVE DATE

6-20-97

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the Filing Fee and certificate for \$78.75.

Kindly forward such to my attorney, Ms. Corinne Mastronardi, Esq., at the above address. If you have any questions, please do not hesitate to contact me.

Very truly,

Larry Lavallee
Larry Lavallee, Incorporator
Lavallee

CORINNE M. VE
AUTHORIZATION BY: U.S. DEPT. OF STATE
CORRECT EFFECTIVE DATE
DATE 7-1-97
DOC. EXAM QN

97 JUN 30 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

QN 6-30-97

**ARTICLES OF INCORPORATION
OF
DREAM MAKERS ENTERPRISES, INC.**

FILED
97 JUN 30 PM 3 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be: DREAM MAKERS ENTERPRISES, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

EFFECTIVE DATE

6-20-97

Article 3. Purpose. The general purposes for which the Corporation is organized are the following :

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Address. The address of the principal office of DREAM MAKERS ENTERPRISES, INC. is 1700 E. Las Olas Blvd. The mailing address of DREAM MAKERS ENTERPRISES, INC. is PO Box 21234, Fort Lauderdale, FL 33335.

Article 5. Shares. The aggregate number of shares which the Corporation is authorized to issue is 200 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1700 E. Las Olas Blvd., and the name of its initial Registered Agent at that address is Corinne M. Mastronardi.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

A. Lawrence LaVallee^{CL}
PO Box 21234
Fort Lauderdale, FL 33335

B. Catherine LaVallee^{CL}
PO Box 21234
Fort Lauderdale, FL 33335

Article 8. Rights of the Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agreed to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 9. Incorporators. The names and addresses of the Incorporators are as follows:

A. Lawrence LaVallee^e
PO Box 21234
Fort Lauderdale, FL 33335

B. Catherine LaVallee^e
PO Box 21234
Fort Lauderdale, FL 33335

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after the receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. this right may also be waived by a written waiver signed by the Shareholder.

Article 11. Share Transfer Restrictions. Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares
Lawrence LaVallee ^e	99
Catherine LaVallee ^e	101

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

Article 12. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence shall be five days prior to receiving the articles for filing.

Article 13. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators has signed these Articles of Incorporation on this 10TH day of JUNE, 1997.

^a Lawrence Lavallee
Lawrence LaValle, Incorporator
Lavallee

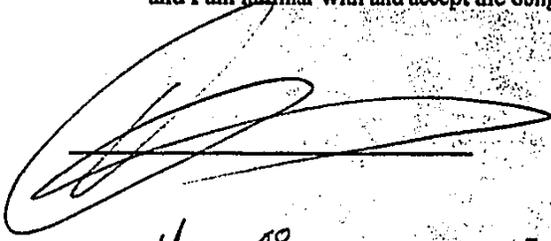
^a Catherine Lavallee
Catherine LaValle, Incorporator
Lavallee

EFFECTIVE DATE

6-20-97

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



Date: May 08, 1997.

FILED
97 JUN 30 PM 3 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-20-97