

P97000065751  
L O F F I C E  
O F

BRIAN D. SMITH  
ATTORNEY AT LAW

BRIAN D. SMITH  
MEMBER OF FLORIDA BAR

SUITE 372, 420 LINCOLN ROAD  
MIAMI BEACH, FLORIDA 33139  
TELEPHONE: (305) 672-7000  
FAX: (305) 532-9092

July 21, 1997

ATTN: SECRETARY OF STATE  
Division/Corporations  
Filing Department  
409 East Gaines Street  
TALLAHASSEE, FL 32399

RE: ARTICLES OF INCORPORATION OF DIF, INC.

600002249446--6  
-07/28/97--01122--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

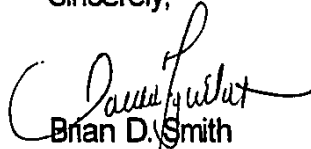
Dear Sir or Madam:

Enclosed please find original and copy of the Articles of Incorporation for the above referenced Corporation. Also, enclosed is a check in the amount of \$122.50.

At your earliest convenience, please return a copy of this document. I have enclosed a stamped, and addressed envelope.

Thank you.

Sincerely,

  
Brian D. Smith

ENC.

FILED  
97 JUL 28 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 7/30/97

FILED

97 JUL 28 AM 11: 10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**DIF, INC.**

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be DIF, Inc.,

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation will be:

4141 N.E. 2nd Avenue, #106-A  
Miami, Florida 33137

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

**ARTICLE IV**

**PURPOSE AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE V**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 4141 N.E. 2nd Avenue, #106-A, Miami, Florida 33137. The initial registered agent: Dorothy Holmes.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two Board of Directors. The number of directors may be increased from time to time as provided in the By-Laws. The names and addresses of the initial directors are:

**DOROTHY HOLMES  
1010 N.E. 81st STREET  
MIAMI, FLORIDA 33138**

**LEON BRYAN  
1020 MERIDIAN AVENUE #714  
MIAMI BEACH, FLORIDA 33139**

**ARTICLE VIII**

**INCORPORATOR**

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

**DOROTHY HOLMES  
1010 N.E. 81st STREET  
MIAMI, FLORIDA 33138**

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders are subject to this reservation.

\*\*\*\*\*

IN WITNESS WHEREOF, The undersigned incorporator executed these Articles of Incorporation this 17<sup>th</sup> day of July, 1997.

Dorothy Holmes  
DOROTHY HOLMES

STATE OF FLORIDA) I hereby certify that on this day,  
COUNTY OF DADE) before me, an officer duly authorized  
to administer oaths and take  
Acknowledgments, personally appeared

Dorothy Holmes, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: Drivers License and that an oath was not taken.

Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 17 day of July A.D. 1997.



BARBARA L. CARBERRY  
My Commission CC-447578  
Expires May, 07, 1999  
Bonded by HAI  
800-422-1555

Barbara L. Carberry  
Notary Signature

BARBARA L. CARBERRY  
Printed Notary Signature

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

That DIF, Inc., desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of  
business at Miami, State of Florida, has named Dorothy Holmes, at  
1010 N.E. 81st Street, Miami, Florida 33138, as its agent to  
accept Service of Process within Florida.

SIGNATURE: Dorothy Holmes

TITLE: President

DATE: July 17, 1997

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

SIGNATURE: Dorothy Holmes

DATE: July 17th, 1997

FILED  
97 JUL 28 AM 11: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA