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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DMB S. FLORIDA CORP.,  
AUDIT NUMBER.....H97000012540  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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BM 8/11/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 1, 1997

EMPIRE

SUBJECT: DMB S. FLORIDA CORP.  
REF: W97000017719

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H97000012540  
Letter Number: 397A00039195

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ARTICLES OF INCORPORATION

OF

DMB S. FLORIDA CORP.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: DMB S. FLORIDA CORP.

ARTICLE II

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE III

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By:

JOSEPH R. COLLETTI, ESQUIRE  
3550 Biscayne Boulevard, Suite 610  
Miami, Florida 33137  
(305) 576-2600  
FLORIDA BAR NO: 216194

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ARTICLE V

INITIAL REGISTERED AGENT & OFFICE

The Registered Agent of this corporation is JOSEPH R. COLLETTI and the initial registered office, which is the same office as that of the Registered Agent, is 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137. The management may from time to time move the registered office to any other address in Florida.

ARTICLE VI

INITIAL PRINCIPAL OFFICE MAILING ADDRESS

The initial principal office mailing address of this corporation is 18151 N.E. 31st Court, Aventura, Florida 33160. The management may from time to time move the principal office and/or mailing address to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum of three directors, and the names and addresses of the initial Board of Directors, consisting of two members are:

MICHAEL WILLIAMS

18151 N.E. 31st Court  
Aventura, FL 33160

SHERRY WILLIAMS

18151 N.E. 31st Court  
Aventura, FL 33160

ARTICLE VIII

OFFICERS

The names and post office addresses of the officers of this corporation are:

MICHAEL WILLIAMS,  
President, Vice-President

18151 N.E. 31st Court  
Aventura, FL 33160

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SHERRY WILLIAMS,  
Secretary, Treasurer

18151 N.E. 31st Court  
Aventura, FL 33160

ARTICLE IX

INCORPORATOR

The name and address of the subscriber and incorporator to these Articles of Incorporation is:

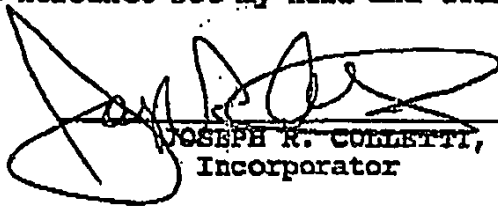
JOSEPH R. COLLETTI  
3550 Biscayne Boulevard  
Suite 610  
Miami, Florida 33137

ARTICLE X

ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of July, 1997.

  
JOSEPH R. COLLETTI,  
Incorporator

STATE OF FLORIDA )

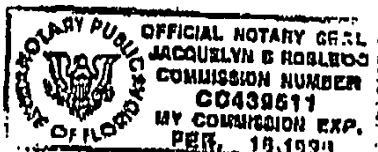
SS.

COUNTY OF DADE )

I HEREBY CERTIFY that on this 31st day of July, 1997, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared JOSEPH R. COLLETTI to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, the year and day aforesaid.

My commission expires:



  
NOTARY PUBLIC, STATE OF FLORIDA  
Personally known XX

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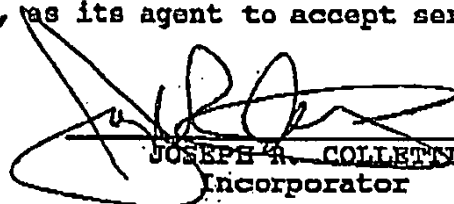
JOSEPH R. COLLETTI

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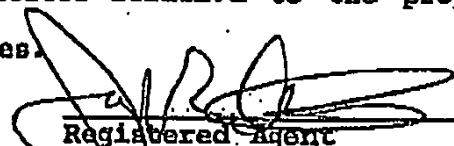
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That DMB S. FLORIDA CORP. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 18151 N.E. 31st Court, Aventura, Florida 33160, has named JOSEPH R. COLLETTI, of 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137, as its agent to accept service of process within Florida.

  
JOSEPH R. COLLETTI,  
Incorporator

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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Registered Agent

DATED: July 31, 1997

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MILWAUKEE, FLORIDA

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JOSEPH R. COLLETTI