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DENNIS KNOX BAYER

— Attorney at Law —

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June 17, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

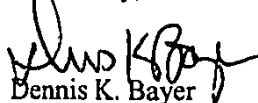
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-06/19/97-01031--013
***122.50 ***122.50

Re: DLJ, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for DLJ, Inc. and a check in the amount of \$122.50 representing the filing fee. Please process the articles at your earliest convenience.

Yours truly,


Dennis K. Bayer

DKB:kg
Enclosures

FILED
97 AUG -6 AM 11: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 8/6/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 19, 1997

DENNIS K. BAYER, ESQ.
POST OFFICE BOX 1505
FLAGLER BEACH, FL 32136

SUBJECT: DLJ, INC.
Ref. Number: W97000014410

We have received your document for DLJ, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 297A00032842

**ARTICLES OF INCORPORATION
OF
DEE-LORI, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is DEE-LORI, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: any business authorized to be conducted by the laws of the State of Florida, including sales, operation of commercial restaurant and hotel.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock with a no par value.

**ARTICLE IV
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial address of this corporation in the State of Florida is 5992 North Oceanshore Boulevard, Hammock, Florida 32137-2601.

ARTICLE VIII
DIRECTORS

The number of directors of this corporation shall be three. The name and street address of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Dolores Schatz	5992 North Oceanshore Boulevard Hammock, FL 32137-2601
Lorraine Herrick	5992 North Oceanshore Boulevard Hammock, FL 32137-2601
Jerrald Schatz	5992 North Oceanshore Boulevard Hammock, FL 32137-2601

ARTICLE IX
SUBSCRIBERS

The names and addresses of the subscribers are:

Dolores Schatz 5992 North Oceanshore Boulevard
Hammock, FL 32137-2601

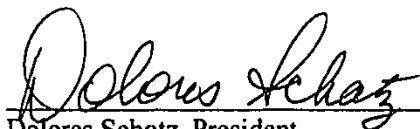
Lorraine Herrick 5992 North Oceanshore Boulevard
Hammock, FL 32137-2601

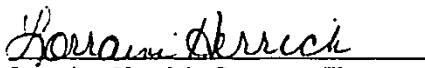
Jerrald Schatz 5992 North Oceanshore Boulevard
Hammock, FL 32137-2601

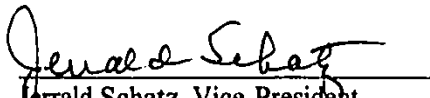
ARTICLE X
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Dolores Schatz, 5992 North Oceanshore Boulevard, Hammock, Florida 32137-2601, which resident agent shall accept service of process in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of
August, 1997.


Dolores Schatz, President


Lorraine Herrick, Secretary/Treasurer


Jerrald Schatz, Vice-President

STATE OF FLORIDA
COUNTY OF FLAGLER

Sworn to and subscribed before me this 1 day of August, 1997 by
Delores Schatz, Jerrald Schatz and Lorraine Herrick who are personally known to me or have
produced _____ as identification.

NOTARY PUBLIC:

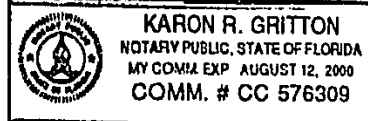
Sign: Karon R. Gritton

Print: _____

State of Florida at Large
(Seal)

Title/Rank: _____

Commission Number: _____



ACCEPTANCE BY REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as
registered agent for Dee-Lori, Inc.

Delores Schatz
Delores Schatz

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TALLAHASSEE, FLORIDA