



THE UNITED STATES
CORPORATION
COMPANY

P97000068786

ACCOUNT NO. : 072100000032

REFERENCE : 488806 6594A

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pagan

ORDER DATE : August 7, 1997

ORDER TIME : 2:54 PM

ORDER NO. : 488806-005

CUSTOMER NO: 6594A

500002261155--7

CUSTOMER: Donald J. Kahn, Esq
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: DENMAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

Dmc 8/8/97

FILED
RECEIVED
97 AUG -7 AM 8:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399-0001

(6)

FILED

97 AUG -7 AM 8:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DENMAR, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DENMAR, INC.

The address of the principal office of this corporation shall be 16850 Collins Avenue, Unit 102, Miami Beach, Florida 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|--------------------------|--|
| Marcello Addario Dir. | 16850 Collins Avenue, Unit 102, North Miami Beach, Florida 33160. |
| Dennis Jayson Dir. | Same |

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|--------------------------------------|---|
| Marcello Addario Pres. | 16850 Collins Avenue, Unit 102, North Miami Beach, Florida 33160 |
| Dennis Jayson V.Pres./Sec./Treas. | Same |

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

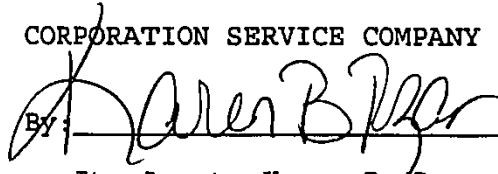
ARTICLE X. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company has hereunto set their
hand and seal of Corporation Service Company on August 7, 1997

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

DWL

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97 AUG -7 AM 8:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

, an individual residing in this state
having a business office identical with the registered
office of the corporation named below, and having been
designated as the Registered Agent in the
above and foregoing Articles of Incorporation of:

DENMAR, INC.

is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505,
Florida Statutes.

By: 
