

P 97000069625

PARALEGAL FREELANCING, INC.

3121 PONCE DE LEON BLVD., CORAL GABLES, FLA. 33134

TEL.: (305) 567-1113 FAX: (305) 444-2339

ROGER M. CARLIER  
President / Legal Assistant

August 8, 1997

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re : D & C Marketing, Inc.

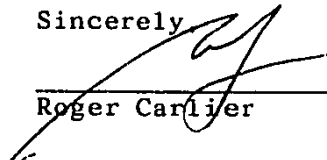
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-08/11/97--01041--010  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Enclosed please find original articles of incorporation as well as a copy of the same. Please incorporate and forward the stamped copy and conformation to my office.

I am also herein enclosing a check in the amount of \$ 122.50 to cover for your filing fees. Should you have any questions, please do not hesitate to contact me.

Sincerely

  
\_\_\_\_\_  
Roger Carlier

/rc

Encl.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TM- 8/12/97

ARTICLES OF INCORPORATION  
OF  
D & C MARKETING, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: D & C MARKETING, INC. The principle place of business of this corporation shall be: 2825 SW 81 Avenue, Miami, FL 33155.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

5,000 Shares  
at  
\$ 1.00 par share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:  
PARALEGAL FREELANCING, INC.  
Roger Carlier  
3121 Ponce De Leon Blvd.  
Coral Gables, FL 33134  
(305)567-1113

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TALLAHASSEE, FLORIDA

**ARTICLE V OFFICERS AND DIRECTORS**

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

**David Dalessio**  
**President / Treasurer**

**Luis Casas**  
**Vice-president / Secretary**

**ARTICLE VII INCORPORATOR(S)**

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

**Luis Casas**  
**2825 SW 81 Avenue**  
**Miami, FL 33155**

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 6th, day of August, 1997.

  
\_\_\_\_\_  
Luis Casas


STATE OF FLORIDA )

COUNTY OF DADE )

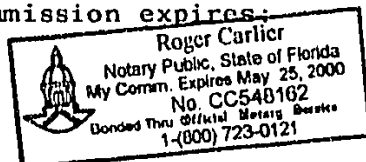
THE FOREGOING instrument was acknowledged and sworn to before me this 6th, day of August, 1997 by Luis Casas of Miami, Florida.

( ) Personally known by me

(-) Produced Fla driver license

  
\_\_\_\_\_  
Notary Public

My commission expires:



Seal:

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: D & C Marketing, Inc.
2. The name and address of the registered agent and office is:

David Dalessio  
990 S. Todd Street  
Jupiter, FL 33458

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TALLAHASSEE, FLORIDA

*David Dalessio*

David Dalessio  
Title: Registered Agent  
Date : 8-6-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

*David Dalessio*

Signature

Date: 8-6-97