

9/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: D.C.W. & ASSOCIATES, INC.

AUDIT NUMBER.....H97000015000

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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**D.C.W. & ASSOCIATES, INC.
ARTICLES OF INCORPORATION**

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is D.C.W. & ASSOCIATES, INC.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal office of the corporation shall be located at 1000 S.W. 10 Terrace, Building P-16, Hallandale, FL 33009. Register Agent shall be PEDRO A. COFIÑO, ESQ., at 407 Lincoln Road, Suite 2B, Miami Beach, Florida 33139.
6. The initial Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).
7. The name and address of the initial Directors is:

NAME

ADDRESS

Douglas C. Wolfe 1000 S.W. 10 Terrace, Building P-16, Hallandale, FL 33009.

Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida (305) 531-8111
Florida Bar No.: 323918

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8. The name of the incorporator hereof is:

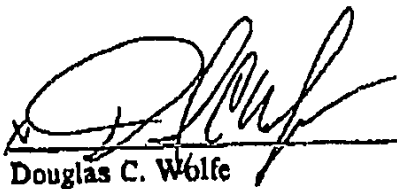
NAME ADDRESS

Douglas C. Wolfe 1000 S.W. 10 Terrace, Building P-16, Hallandale, FL 33009.

9. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.

10. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 10
day of September, 1997.



Douglas C. Wolfe

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D.C.W. & ASSOCIATES, INC.
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE VERIFIED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

The D.C.W. & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1000 S.W. 10 Terrace, Building P-16, Hallandale, FL 33009, has named PEDRO A. COFIÑO, ESQ., located at 407 Lincoln Road, Suite 2B, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated people, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


PEDRO A. COFIÑO, ESQ.

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