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September 12, 1997

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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-09/15/97--01085--009
*****70.00 *****70.00


Re: DCM ASSOCIATES LIMITED, INC.

Dear Sir or Madam:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent Designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed envelope.

Thank you for your cooperation.

Very truly yours,


Linda L. Mullins, Secretary to
James A. Ballerano, Jr.

FILED
97 SEP 15 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAB/lm
Enclosures

SEP 17 1997

**ARTICLES OF INCORPORATION
OF
DCM ASSOCIATES LIMITED, INC.**

FILED
97 SEP 15 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

DCM ASSOCIATES LIMITED, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

815 PALM TRAIL
DELRAY BEACH, FL 33483

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is five thousand (5,000) shares, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is:

DONALD C. MATTHEWS
815 PALM TRAIL
DELRAY BEACH, FL 33483

ARTICLE V - INCORPORATOR

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

DONALD C. MATTHEWS
815 PALM TRAIL
DELRAY BEACH, FL 33483

ARTICLE VI - DIRECTORS

The name and address of the initial director of the corporation is:

DONALD C. MATTHEWS
815 PALM TRAIL
DELRAY BEACH, FL 33483

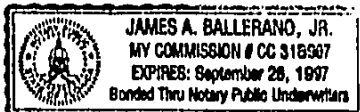
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
11 day of ~~August~~, 1997.
Sept.


DONALD C. MATTHEWS, Incorporator

STATE OF FLORIDA)
 : SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared **DONALD C. MATTHEWS**, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator.

WITNESS my hand and official seal at Delray Beach, Florida, this 11 day of ~~August~~, 1997.
Sept




Notary Public

James A. Ballerano, Jr.
Print Name of Notary Public

My commission expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 SEP 15 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized 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:

DCM ASSOCIATES LIMITED, INC.

2. The name and address of the registered agent and office is:

DONALD C. MATTHEWS
815 PALM TRAIL
DELRAY BEACH, FL 33483

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Sept 11
Dated: ~~August~~, 1997


DONALD C. MATTHEWS