



THE UNITED STATES
CORPORATION
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 570336 89162A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 20, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 570336-005

CUSTOMER NO: 89162A

CUSTOMER: Ms. Elaine Petrillo
ANANIA BANDKLAYDER &
BLACKWELL, P.A.
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

0000020200101-1
-10/20/97--01061--005
*****70.00 *****70.00

DOMESTIC FILING

NAME: DEE STRAHAN ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

SN OCT 20 1997

ARTICLES OF INCORPORATION
OF
DEE STRAHAN ENTERPRISES, INC.

FILED
97 OCT 20 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be DEE STRAHAN ENTERPRISES, INC., having its principal place of business at 1223 Oxbow Lane, Winter Springs, Florida 32708.

ARTICLE II

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

This corporation may engage 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 IV

The capital stock of this corporation shall consist of 5,000 shares of common stock of One Cent (\$.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

The name and address of the initial registered agent of the corporation shall be Donald A. Blackwell, Esq., c/o Anania, Bandklyder & Blackwell, P.A., NationsBank Tower, Suite 3300, 100 S.E. 2nd Street, Miami, Florida 33131.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time, unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names 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 duly elected and qualified shall be:

President/Director:

Patricia Deanne Strahan
1223 Oxbow Lane
Winter Springs, FL 32708

ARTICLE XI

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and book of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE VIII

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

Donald A. Blackwell
Anania, Bandklayder & Blackwell
NationsBank Tower, Suite 3300
100 S.E. Second Street
Miami, FL 33131

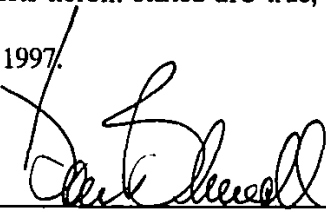
ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who also is a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

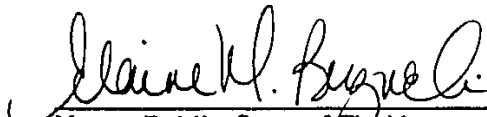
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17th day of October, 1997.


Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Donald A. Blackwell, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 17th day of October, 1997.


Notary Public, State of Florida



ELAINE MURIZUELA
My Commission CC600303
Expires Nov. 06, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

FIRST: That Dee Strahan Enterprises, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Donald A. Blackwell, located at NationsBank Tower, Suite 3300, 100 Southeast Second Street, Miami, Florida 33131-2144, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Donald A. Blackwell
Registered Agent

DATED: This 17th day of October, 1997.

FILED
OCT 20 PM 12:07
TALLAHASSEE, FLORIDA