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FILED  
97 NOV 12 AM 8:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM: D W J MANAGEMENT CO. INC.,  
8726 GREAT COVE DR.  
ORLANDO FLORIDA 32819

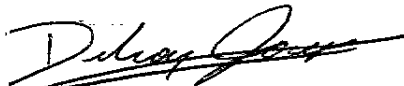
TO: DIVISION OF CORPORATIONS,  
P. O. BOX 6327,  
TALLAHASSEE, FLORIDA 32314

200002345392--9  
-11/12/97--01116--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam,

The above mentioned corporation enclose new filing  
documetns plus filing fee of \$122.50 to cover cost of this filing.  
Please advise if you need further informatios,

Thank you for your cooperations,

  
D. Josephs

P. O. BOX 6327

NOV 17 1997

ARTICLES OF INCORPORATION  
OF  
D W J MANAGEMENT CO INC.

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ARTICLE 1. Name: The name of this corporation is D W J MANAGEMENT CO. INC.

ARTICLE 11. DURATION: The corporation shall have pertetual existence.

ARTICLE 111. PURPOSE: The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows:

1. To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including, but, not by way of limitation, the lending and borrowing of money, with or without security therefor.

2. To make and enterinto all things necessary, suitalbe and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified of not, either alone of in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States of elsewhere, and to do any other act or acts of things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with the laws of the State of Florida.

4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporation for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE IV. CAPITAL STOCK: This corporation is authorized to issue one thousnad (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office and the mailing adress of the corporation

is 8726 Great Cove Drive, Orlando, Florida 32819 and the name of the initial registered agent of this corporation at that address is DELROY JOSEPHS Jr.

ARTICLE VI. INITIAL BOARD OF DIRECTORS: The corporation shall have two (2) directors initially. The number of directors may either increase or diminished from time to time as set forth by the By Laws but in any event, shall not be less than two.

The names and addresses of the initial directors are:

DELROY JOSEPHS, JR. 8726 Great Cove Drive,  
Orlando, FL 32819 and

STEPHANIE JOSEPHS: 8726 Great cove Drive,  
Orlando, Florida 32819

ARTICLE VII. INCORPORATOR: The name and address of the person signing these Articles is Delroy Josephs Jr., whose address is 8726 Great Cove Drive, Orlando, Florida 32819

ARTICLE VIII. PRE-EMPTIVE RIGHTS: Every Shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. BY-LAWS The powers to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X. SMALL BUSINESS CORPORATION: This Corporation shall be deemed to be a "Small Business Corporation" under the appropriate provisions of the Internal Revenue Code.

ARTICLE XI. officers: The officers of the corporation shall be President and Secretary and Treasurer. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officer for the corporation:

DELROY JOSEPHS JR  
STEPHANIE JOSEPHS

PRESIDENT  
SECRETARY/TREASURER

ARTICLE X11. COMMENCEMENT OF EXISTENCE: This corporation shall have perpetual existence which shall begin on the date of the filing of these Article of Incorporation with the Florida Department of State.

in witness whereof the undersigned subscriber has executed these Articles of Incorporation this 6th day of November 1997

[Signature]

X [Signature] L.S  
DELROY JOSEPHS JR. Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE:

The foregoing Articles of Incorporation was sworn to and subscribed before me this 6th day of November, 1997, by, DELROY JOSEPHS JR. who is personally known to me or who furnished FL DL J212-179-68-132-0 identification and EX 442-99 who did take an oath.

[Signature]  
Notary Public-State of Florida

MY commission expires:




DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

PURSUANT to Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That DWJ MANAGEMENT CO INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, State of Florida , has named Delroy Josephs Jr., located at 8726 Great cove Drive, Orlando, Florida 32819, County of Orange, 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 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.

  
DELROY JOSEPHS JR.  
Registered Agent.

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