

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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DIVISION OF CORPORATIONS

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P97000103363

D.Y. Holdings, Inc.

✓ Art of Inc. File _____
LTD Partnership File 100002366404-14
Foreign Corp. File *****70.00 *****70.00
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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TALLAHASSEE, FLORIDA

Signature _____

Requested by DN

Name _____

Date 12/9

Time 9:30

Walk-In _____

Will Pick Up _____

RP
12-9-97

ARTICLES OF INCORPORATION

OF

D.Y. HOLDINGS, INC.

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MIKE DEYOUNG, the undersigned, hereby associate D.Y. HOLDINGS, INC. for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do certify that D.Y. HOLDINGS, INC. have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

D.Y. HOLDINGS, INC..

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its object and purpose is: To transact any and all lawful business regardless of its nature or description.

ARTICLE III

The maximum number of shares which this corporation shall be authorized to issue and have outstanding at one time shall be limited to One Hundred (100) shares of common stock, Ten Dollars (\$10.00) par value.

The consideration for the issuance of such shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereto. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE IV

The corporation shall begin business with paid in capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have a perpetual existence.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is: 8950 Southern Orchard Road South, Davie, Florida 33328, and the name of the initial registered agent of this corporation is MIKE DEYOUNG. It shall have the power to transact business in any other place or places both within or outside the State of Florida and throughout the world.

Meetings of the stockholders and directors of this corporation for any and all purposes, including the annual meeting of stockholders may be held at places other than the principal office of the corporation, within or outside the State of Florida, and the place or places for holding of such meeting may be specified in the By-Laws or by the Board of Directors.

ARTICLE VIII

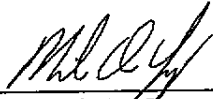
This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The initial director of this corporation shall be:

MIKE DEYOUNG

ARTICLE IX

The person signing these Articles of Incorporation is MIKE DEYOUNG.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3RD day of December, 1997.



MIKE DEYOUNG

STATE OF FLORIDA
COUNTY OF BROWARD

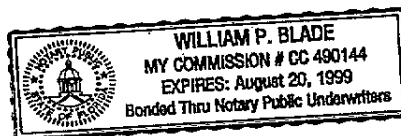
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MIKE DEYOUNG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, on this 3RD day of December, 1997.



NOTARY PUBLIC

My Commission expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

D.Y. HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 8950 Southern Orchard Road South, Davie, Florida 33328, has named MIKE DEYOUNG of said address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-captioned corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Signed this 3RD day of December, 1997.



MIKE DEYOUNG

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