BRIAN W. DARLING
4747 W. Waters Avenue, #1015
Tampa, Florida 33614

SO JAN CO MA S. 4.

January 16, 1998

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314 300002404753--9 -01/20/98--01063--018 ****122.50 ****122.50

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing is the original Articles of Incorporation for Darling Industries, Inc. along with a second copy for certification. I have also enclosed a check in the amount of \$122.50 for the filing fee.

Should you have any questions, please do not hesitate to call me at (813) 880-7890 or call Barbara Darling at (813) 221-8110. Thank you.

Sincerely,

Brian W. Darling

DIVISIONE TARY OF STATE OF STA

ARTICLES OF INCORPORATION

OF

DARLING INDUSTRIES, INC.

Brian W. Darling, the undersigned desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE I

The name of the Corporation shall be Darling Industries, Inc.

ARTICLE II

The Corporation shall be entitled to engage in the buying, selling, leasing and developing of residential, commercial and investment properties as permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 100 authorized shares of ONE DOLLAR (\$100.00) par value, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this Corporation shall begin

business is \$100.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office is 4747 W. Waters Ave. #1015, Tampa, Florida 33614.

ARTICLE VII

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time by Amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be one (1).

ARTICLE VIII

The name and street address of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida shall hold office for the first year of the Corporation's existence or until his/her successor is elected and has qualified, is as follows:

Name

Address

Office

Brian W. Darling

4747 Waters Ave. #1015 Tampa, Florida 33614

President

ARTICLE IX

The Corporation shall consist of three (3) members as follows:

| Name | Office | Stock Held |
|--|-----------------------------|------------|
| Brian W. Darling 4747 Waters Avenue #1015 Tampa, Florida 33614 | President | 50% |
| Jennifer A. Bilyeu 4747 Waters Avenue #1015 Tampa, Florida 33614 | Vice-President Treasurer | 40% |
| Barbara J. Darling 5902 Memorial, #303 Tampa, Florida 33615 | Secretary | 10% |

ARTICLE X

The name and address of the initial Registered Agent in charge of the Corporation's registered office is Barbara J. Darling.

The physical address of the initial Registered Agent of the corporation is: 5902 Memorial, #303, Tampa, Florida 33615.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stock holders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, has hereunto set his hand this ____ day of January, 1998, for the purpose of forming

this Corporation to do business both within and without the State of Florida, in pursuance of the corporation laws of the State of Florida and these Articles of Incorporation and does certify that the facts set forth herein are true.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of _______, 1998, by the above named individual, who acknowledged the due execution of the foregoing for the purposes therein expressed.

is personally known to me. produced a current Florida driver's license as identification. □ produced _ ____ as identification

Signature of Notary

Name of Notary

My Commission Expires:

Brenton Pratt MY COMMISSION # CC551587 EXPIRES April 30, 2000 BONDED THRU TROY FAIN INSURANCE, INC.

I, Barbara J. Darling, hereby accept the responsibility being registered agent for Darling Industries, Inc., whose address is 4747 W. Waters #1015, Tampa, Florida 33614. My address is 5902 Memorial, #303, Tampa, Florida 33615 and my telephone number is (813) 881-0570.