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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: DAV1ID MGMT., INC.

AUDIT NUMBER..... H98000001904

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

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SECRETARY OF STATE
TALL AHASSEE FLORIDA

F. CHESSER JAN 2 9 1998

ARTICLES OF INCORPORATION

OF

DAVID MGMT., INC.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of an act of the Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation.

1.

The name and address of the corporation is:

DAVID MGMT., INC. 3801 Waterways Boulevard, Apt. 504 Aventura, Florida 33180

2.

The duration of the corporation shall be perpetual.

3.

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida business Corporation Act.

Prepared by:

JAMES R. SABATINO, ESQUIRE Florida Bar No. 069810 SABATINO & SPINDEL, P.A. 1177 Kane Concourse, Suite 104 Bay Harbor Islands, FL 33154 305/865-9831

4

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4.

The aggregate number of shares which the corporation shall have the authority to issue shall be:

(a) 100 ___ shares of common voting stock, at non-par value.

5.

The Registered Agent and his address is as follows:

DAVID MIGICOVSKY 3601 Waterways Boulevard, Apt. 504 Aventura, Florida 33180

6.

The Board of Directors shall consist of one or more individuals, with the number specified in, or fixed in accordance with its By-Laws. The number of Directors may be increased or decreased, from time to time, by amendment to, or in the manner provided, in the By-Laws.

7.

The names and post office addresses of the original subscribers to these Articles are:

DAVID MIGICOVSKY 3801 Waterways Boulevard, Apt. 504 Aventura, Florida 33180

7 (a).

The names of the initial officers and directors are:

DAVID MIGICOVSKY, President/Director ADELE MIGICOVSKY, Secretary/Treasurer

8.

This corporation shall have the initial officers herein listed and may have any other officers so described in its By-Laws, who will be appointed by the existing officers or the Board of Directors.

Each officer has the authority and shall perform the duties set forth in the By-Laws or, to the extent consistent with the By-Laws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the By-Laws or the Board of Directors to prescribe the duties of the officers.

9.

This Corporation may in its By-Laws confer powers upon its Directors, in addition to any other powers and authorities conferred upon them by Statutes.

10.

Both Stockholders and Directors of this Corporation shall have the power to hold their meetings, and to have one or more offices, within or without the State of Florida.

11.

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by Florida Statutes and

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3

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all rights conferred upon the Stockholders herein are granted subject to this reservation.

I, the undersigned being all of the undersigned subscribers to the capital stock, as recited herein, do make, subscribe and acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have heretofore set my hand and seal, this 28 to day of January, 1998.

DAVID MIGICOVSKY

STATE OF FLORIDA	}
COUNTY OF DADE) \$\$ }

HEREBY CERTIFY that on this 282 day of January, 1998, before me personally appeared DAVID MIGICOVSKY, to me well known to be the subscriber described herein, and who signed the foregoing Certificate of Incorporation and who acknowledged before me that he signed, sealed and delivered same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at Dade County, State of Florida, the day and year first above written.

 Personally known to me, or	
Produced Identification:	

Large

C. State of Florida at LINDA M. GROOM Notary Public, State of Florida My Comm. Express Dec 28, 1998 No. CC 426715 Sport The Military Nation Respire

Printed Name of Notary

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.

DAVID MGMT... INC.

In pursuant of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of <u>Aventura</u>, County of <u>Dade</u>, State of <u>Florida</u>, has named <u>DAVID</u>

MIGICOVSKY, located at <u>3801 Waterways Boulevard</u>, Apt. 504, Aventura, County of <u>Dade</u>. State of <u>Florida</u>, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated 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.

DAVID MIGICOVSI

(Registered Agent)