

LAW OFFICE
JOSEPH M. BALOCCO, P. A.
1323 SE Third Avenue
Fort Lauderdale, Florida 33316

JOSEPH M. BALOCCO

Telephone: (954) 764-0005
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January 5, 1998

P 98 0000 14560

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Attn: Corporations

900002411579--3
-01/26/98--01071--006
****122.50 ****122.50

RE: Diversified Business Cooperative, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above proposed corporation.

If same meets with your approval I would ask that you endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,

JOSEPH M. BALOCCO

JMB/vs
enclosures

FILED
98 FEB 12 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ND Corporation



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 28, 1998

JOSEPH M BALOCCO ESQUIRE
1323 SE THIRD AVE
FT LAUDERDALE, FL 33316

SUBJECT: DIVERSIFIED BUSINESS COOPERATIVE, INC.
Ref. Number: W98000001957

We have received your document for DIVERSIFIED BUSINESS COOPERATIVE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

CANNOT USE COOPERATIVE IN THE NAME..

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 798A00004759

FILED
98 FEB 12 AM 11:10
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is: DIVERSIFIED BUSINESS, INC. The principal address of the corporation is 7272 West Oakland Park Boulevard, Lauderhill, Florida 33313.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 7272 West Oakland Park Boulevard, Lauderhill, Florida 33313, and the name of the initial registered agent of this corporation at that address is: Randolph Pemberton.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:

ADDRESS:

RANDOLPH PEMBERTON

7272 West Oakland Park Boulevard
Oakland Park, FL 33313

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME:

ADDRESS:

RANDOLPH PEMBERTON

7272 West Oakland Park Boulevard
Oakland Park, FL 33313

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of February, 1998.


RANDOLPH PEMBERTON, SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RANDOLPH PEMBERTON, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation or who produced a valid Florida Driver License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6 day of January, 1998.

My Commission Expires:

Vicki Summers
NOTARY PUBLIC

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT DIVERSIFIED BUSINESS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS AT 7272 WEST OAKLAND PARK BOULEVARD, CITY OF LAUDERHILL, STATE OF FLORIDA, 33313, HAS NAMED RANDOLPH PEMBERTON, LOCATED AT 7272 WEST OAKLAND PARK BOULEVARD, CITY OF LAUDERHILL, STATE OF FLORIDA, 33313, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Randolph Pemberton

TITLE

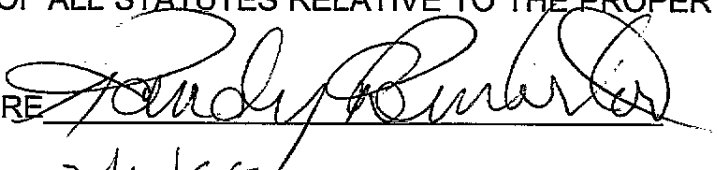
President

DATE

February 6, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE

2/6/98

FILED

98 FEB 12 AM 11:10

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA