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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

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D.C. OF SOUTH FLORIDA, INC.

NAME: D.C. INC.

AUDIT NUMBER.....H98000002495

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

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 6, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: D.C. INC.  
REF: W98000002713

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ARTICLES OF INCORPORATION  
OF  
D.C. OF SOUTH FLORIDA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

D.C. OF SOUTH FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE thousand(1,000) shares of common stock having a par value of ONE (\$1.00) per share.

Prepared by: Guardado & Doyle  
175 Fountainbleau Blvd.  
Suite 1-B  
Miami, Fl 33172  
(305) 221-8774

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The capital stock may be paid in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The initial office address of this corporation in the State of Florida is:

1439 Washington Ave.  
Miami, FL 33139

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ARTICLE VI. DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be increased, but not by more than Five(5).

The corporation shall indemnify and hold harmless each person who shall serve at any time thereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become a director or officer, of the corporation, or by reason of any action alleged to have heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or claims of liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjusted that such director or officer is liable for negligence or willful misconduct in the performance of his duties.

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ARTICLE VII. INITIAL DIRECTORS & OFFICERS

The name and address of the members of the first Board of Directors and Officers are:

| <u>NAME</u>                          | <u>ADDRESS:</u>                            |
|--------------------------------------|--|
| Christian Ludwigsen<br>President     | 1439 Washington Ave.<br>M.Bch., Fl., 33139 |
| Dominic Cavagnuolo<br>Vice President | 1439 Washington Ave.<br>M.Bch., Fl., 33139 |

ARTICLE VIII. AMENDED

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

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ARTICLE IX. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Allan Doyle, 175 Fontainebleau Blvd. Ste. 1-B. Miami, Fl. 33172

Incorporated by: Allan Doyle

IN WITNESS WHEREOF, the undersigned has hereunto  
set his(her) hand and seal this 22nd Day of January  
1998.

State of Florida) ) SS:  
County of Dade )

BEFORE ME, the undersigned authority, personally appeared Allan Doyle, who executed the foregoing Articles of Incorporation this 22nd day of January 1998.

NOTARY PUBLIC, State of  
Florida at large.

My commision expires:



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

In pursuance of Chapter 48.091, Florida Statutes,  
the following is submitted, in compliance with said  
Act. First that D.C. OF SOUTH FLORIDA, INC.  
deciding to organize under the laws of the State of  
Florida with its principal office, as indicated in the  
articles of incorporation at City of Miami, County of  
Dade, State of Florida has named Allan Doyle  
located at 175 Fontainebleau Blvd., Miami, State of  
Florida, as its agent to accept services of process  
within this State.

ACKNOWLEDGEMENT:

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 within the provision of  
said Act relative to keeping open said office.

By: 

Allan Doyle

Date: 1-22-98

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