

STUART S. ROSENTHAL, P.A.

ATTORNEY AT LAW
Admitted to FL and CO Bars

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February 17, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: **DBG HOLDINGS, INC.**
Our File No. 98-33-7441

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check made payable to the Secretary of State, in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50), which represents the filing fee and the fee for returning one certified copy of the said Articles of Incorporation to this office.

I trust the foregoing is satisfactory. If you have any questions pertaining thereto, please do not hesitate to contact me.

Very truly yours,

B. A. Callahan

BONNIE A. CALLAHAN
Legal Assistant to
STUART S. ROSENTHAL

/bac

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-20-98

ARTICLES OF INCORPORATION

OF

DBG HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is DBG HOLDINGS, INC.

ARTICLE II - DURATION

This corporation has perpetual existence unless otherwise specified in the Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL OFFICE ADDRESS OF CORPORATION

The street address of this corporation is 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060, and the name of the initial Registered Agent of this corporation at that address is STUART S. ROSENTHAL, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
DEBRA B. GORDON	10366 N.W. 53rd Court Coral Springs, FL 33076

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

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

NAME	ADDRESS
DEBRA B. GORDON	10366 N.W. 53rd Court Coral Springs, FL 33076

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

NAME	NUMBER OF SHARES
DEBRA B. GORDON, TRUSTEE U/A dated the 10th day of December, 1997, "THE DEBRA GORDON REVOCABLE LIVING TRUST"	250

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the shareholders of this corporation.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - CALLING FOR SPECIAL MEETINGS

Special meetings of shareholders may be called by not less than one-tenth (1/10) of the shares entitled to vote.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVI - AMENDMENT

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

ARTICLE XVII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber executed

these Articles of Incorporation, this 11 day of February, 1998.

Debra B. Gordon
DEBRA B. GORDON

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11th day of February, 1998 by DEBRA B. GORDON, who is personally known to me or who has produced FL. DRIVER LICENSE as identification.

John Davis
Typed printed or stamped name of NOTARY



JOHN DAVIS
My Commission CC519577
Expires Dec. 18, 1999

Commission # CC519577

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

* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That DBG 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 the City of Pompano Beach, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


STUART S. ROSENTHAL

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TALLAHASSEE, FLORIDA