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SULLIVAN & SKRIVAN
ATTORNEYS AT LAW

*Founders Building, Suite 200
800 Laurel Oak Drive
Naples, Florida 34108*

JOHN L. SULLIVAN, JR.
MASTER OF LAWS IN TAXATION
FLORIDA BAR BOARD CERTIFIED
IN WILLS, TRUSTS & ESTATES
KENT A. SKRIVAN
MASTER OF LAWS IN TAXATION

FILED
98 MAR -5 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(904) 597-4500
TELECOPIER (904) 597-5623

March 3, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002447916--8
-03/05/98--01027--020
*****70.00 *****70.00

Re: Articles of Incorporation of D & G FINANCIAL ENTERPRISES, INC.

Dear Sirs:

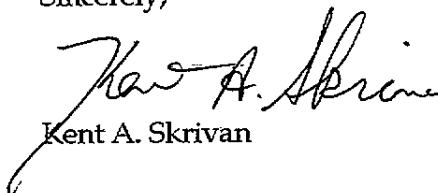
Enclosed please find the Articles of Incorporation for D & G FINANCIAL ENTERPRISES, INC. for filing with your office.

Please forward a time stamped copy to our office after the Articles have been filed. We have enclosed an extra copy for your use in that regard. We are not requesting a certified copy at this time.

We enclose our firm's check in the amount of \$70.00 to cover your fees in this matter.

Thank you for your cooperation. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,


Kent A. Skrivan

KAS\tp
encl.

P. Hall
MAR - 9 1998

ARTICLES OF INCORPORATION
OF
D & G FINANCIAL ENTERPRISES, INC.

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98 MAR -5 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is D & G FINANCIAL ENTERPRISES, INC.

ARTICLE II
PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office of the Corporation is 530 11th Street North, Naples, Florida 34102.

The mailing address of the Corporation is Park Square, is 530 11th Street North, Naples, Florida 34102.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized to engage in the business of sales of financial products and services, and for all other lawful purposes allowed a Florida corporation.

ARTICLE IV
DURATION

The Corporation shall have a perpetual existence commencing from the date of filing these Articles of Incorporation.

ARTICLE V
DIRECTORS

The method by which Directors of the Corporation shall be elected is set forth in the by-laws. The initial Board of Directors shall consist of two members. The names and addresses of the initial Directors are:

DANIEL MORISMA
1344 Derby Shire Ct., Apt 104-D
Naples, Florida 34116.

and

GUSLAINE MORISMA
1344 Derby Shire Ct., Apt 104-D
Naples, Florida 34116.

ARTICLE VI
CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar Par value Common Stock.

ARTICLE VII
INITIAL REGISTERED AGENT AND ADDRESS

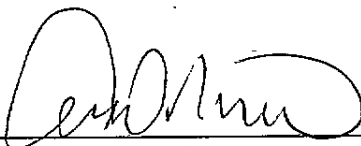
The name of the initial registered agent for the Corporation is DANIEL MORISMA. The address of the registered agent is 530 11th Street North, Naples, Florida.

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is as follows:

DANIEL MORISMA
530 11th Street North
Naples, Florida 34102.

IN WITNESS WHEREOF, the incorporator, DANIEL MORISMA, has signed these Articles of Incorporation for the purpose of forming the Corporation under the laws of the State of Florida, this 3rd day of MARCH, 1998.



DANIEL MORISMA, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The attached or foregoing instrument was acknowledged before me this
3 day of March, 1998, by DANIEL MORISMA, who is personally
known to me or who produced a driver's license as identification and who did take an oath.

Beth Nestlerode
NOTARY PUBLIC
COMMISSION EXPIRATION:



**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is D & g FINANCIAL ENTERPRISES, INC.

2. The name and address of the registered agent and registered office of the Corporation is:

DANIEL MORISMA
530 11th Street North
Naples, Florida 34102.

Signed this 3rd day of March, 1998.

By:  L.S.
DANIEL MORISMA, Incorporator

FILED

REGISTERED AGENT ACCEPTANCE

98 MAR -5 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and I am familiar with and accept the obligations of my position as Registered Agent.

Date: 3/3/98


DANIEL MORISMA L.S.