

3/13/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DHG ASSOCIATES, INC.

AUDIT NUMBER.....H98000005374

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: DHG ASSOCIATES, INC.
REF: W98000006184

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

FAX Aud. #: H98000005374
Letter Number: 298A00014955

Art. VI

②
H98000005374

ARTICLES OF INCORPORATION
OF

DHG ASSOCIATES, INC.

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

ARTICLE I
NAME

The name of this corporation is:

DHG ASSOCIATES, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: to engage in and carry on any activity or business permitted under the laws of the United States and the State of Florida, and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, and in any part of the world.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock at 50 Cents par value each, which shares shall be designated "Common Shares".

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less

than One Hundred and 00/100 (\$100.00) Dollars.

Prepared by: PRESTON C. LEVITT - Bar #0233870
8211 West Broward Blvd.
Penthouse 4
Plantation, Florida 33324

954-370-8555

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ARTICLE VI
ADDRESS

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

1866 Bridgewood Drive Boca Raton, Florida 33434

The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States.

ARTICLES VII
DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders without the necessity of formal amendment hereof, but shall never be less than one.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office address(es) of the member(s) of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and has qualified, is (are):

David Gross

ARTICLE IX
SUBSCRIBERS

The name(s) and post office address(es) of the subscriber(s) of these Articles of Incorporation and the number of shares he(they) agree(s) to take are:

David Gross-----200 shares
1866Bridgewood Drive
Boca Raton, Florida 33434

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ARTICLE X
OFFICERS

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have duly qualified, are as follows:

David Gross - President/Treasurer/Secretary

ARTICLE XI
AMENDMENT OF ARTICLES

The 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 stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and a majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, in which event these Articles of Incorporation may be amended in such manner.

ARTICLE XII
REGISTERED AGENT

The name and address of the initial Registered Agent of the corporation who shall accept service of process within this State on behalf of the corporation is as follows:

NAME:
Preston C. Levitt, Esq.

ADDRESS:
8211 W. Broward Blvd.
Penthouse 4
Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the foregoing Articles of Incorporation, has (have) set his (their) hand(s) and seal(s) this 18 day of MARCH, 1998.


DAVID GROSS

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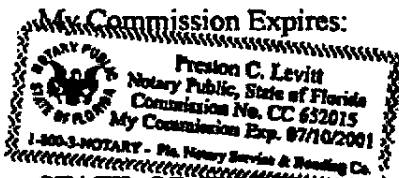
ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge acceptance of the appointment as Registered agent upon whom service of process may be made.


PRESTON C. LEVITT

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 18th day of March, 1998, by DAVID GROSS, who is personally known to me or who has produced _____ as identification and who did take an oath.




STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 19 day of March, 1998, by PRESTON C. LEVITT, who is personally known to me or who has produced _____ as identification and who did take an oath.

My Commission Expires:

NOTARY PUBLIC:


Print Name: _____
State of Florida at Large



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