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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: D B PARTNERSHIP, INC.
AUDIT NUMBER.....H98000008680
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
D B PARTNERSHIP, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida, for the purposes hereinafter set forth.

ARTICLE I

NAME

The name of the corporation shall be:

D B PARTNERSHIP, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the law of the United States and of the State of Florida.

JOAQUIN N. FERNANDEZ
2601 S. Bayshore Dr. #1400
MIAMI, FL 33133
(305) 858-4301
FB No. 229180

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of common stock, par value \$1.00.

ARTICLE V

REGISTERED OFFICE

The initial street address of the initial registered office of this corporation in the State of Florida is : 300 South Point Drive, Apt. #2203, Miami Beach, Florida 33139. The name of the corporation's registered agent is: JOAQUIN N. FERNANDEZ, ESQ.

The Board of Directors may from time to time, move the registered office to any other address in Florida.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Director is ONE (1). The number of director may be increased or diminished from time to time, according to the by-laws adopted by the stockholders.

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ARTICLE VII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors is:

CARLOS RAMON
PRESIDENT
SECRETARY/TREASURER

300 South Point Drive
Apt. #2203
Miami Beach, Florida 33139

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporator of this corporation is:

CARLOS RAMON
300 South Point Drive
Apt. # 2203
Miami Beach, Florida 33139

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I, THE UNDERSIGNED, being the incorporator hereinabove named for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribed, acknowledge and files these Articles of Incorporation, hereby declaring and certifying that the facts and seals this this 30th day of April, 1998.


CARLOS RAMON (SEAL)

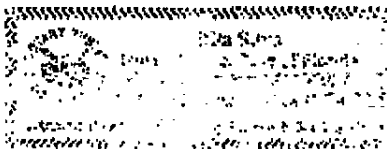
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared CARLOS RAMON, well known to me who, being by me first duly sworn, depose and say that he executed the foregoing Articles of Incorporation and that they are true and correct to the best of his knowledge and belief.

Witness my hand and official seal at Miami, Dade County, Florida this 30th day of April, 1998.


NOTARY PUBLIC
State of Florida at Large

SEAL



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

In pursuance of Chapters 48.091 and 607, Florida Statutes,
the following is submitted, in compliance with said Act:

THAT--- D B PARTNERSHIP, INC., desiring to
organize under the laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation at
300 South Point Drive, Apt. #2203, Miami Beach, Florida 33139 and
CARLOS RAMON of 300 South Point Drive, Apt. #2203, Miami Beach,
Florida 33139 as its initial resident agent, to accept service of
process within this state.

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 provision of said Act relative to keeping open
said office.


JOAQUIN N. FERNANDEZ, ESQ.
2601 So. Bayshore Drive
Suite 1400
Coconut Grove, Florida 33133

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TALLAHASSEE, FLORIDA

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