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TO: DIVISION OF CORPORATIONS / *Boley McKnight*

FAX #: (850) 922-4001

FROM: HOLLAND & KNIGHT (FT. LAUDERDALE)  
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NAME: DSI ACQUISITION CORP. (MIDWEST) - 3

AUDIT NUMBER.....H98000009208

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

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
DSI ACQUISITION CORP. (MIDWEST)

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is DSI ACQUISITION CORP. (MIDWEST) (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2601 South Bayshore Drive, Suite 500, Miami, Florida 33133.

ARTICLE III

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Teresita Garcia, Esq.  
FL Bar No. 0836753  
Holland & Knight LLP  
One East Broward Blvd., St. 1300  
Ft. Lauderdale, FL 33301  
(954) 525-1000

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Miles E. Gilman  
2601 South Bayshore Drive, Suite 500  
Miami, Florida 33133

W. Barry Tanner  
2601 South Bayshore Drive, Suite 500  
Miami, Florida 33133

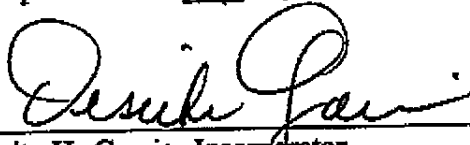
ARTICLE VII

The name and address of the Incorporator are Teresita H. Garcia, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE VIII

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14 day of May, 1998.

  
\_\_\_\_\_  
Teresita H. Garcia, Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: DSI ACQUISITION CORP. (MIDWEST)

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

CORPORATION SERVICE COMPANY  
(Name)

1201 HAYS STREET  
(P.O. Box NOT acceptable)

TALLAHASSEE, FL. 32301  
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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 accept the obligations of my position as registered agent.

SIGNATURE Arvid A. Whitt as its agent

DATE 05-14-98

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REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314