

05/27/98 WED 11:21 FAX 305 374 1005

THOMSON MURARO

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5/22/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: THOMSON MURARO RAZOOK & HUNT, P.A.

ACCT#: 102556003002

CONTACT: ANA COZ

PHONE: (305) 350-7200

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NAME: DBM COMPANY

AUDIT NUMBER.....H98000009692

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

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** ENTER 'M' FOR MENU. **

REVISED ARTICLES OF INCORPORATION
Name changed to DBM Assets Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

THOMSON MURARO RAZOOK & HUNT

SUBJECT: DEM COMPANY
REF: W98000011821

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.

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Becky McKnight
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DBM ASSETS COMPANY

ARTICLE I - NAME

The name of this Corporation is DBM Assets Company.

ARTICLE II - ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

PREPARED BY:

Richard J. Razook
Florida Bar No. 207470
Thomson Muraro Razook & Hart, P.A.
One Southeast Third Avenue
17th Floor
Miami, Florida 33131
(305) 350-7200

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**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of the Corporation shall be Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133 and the initial registered agent of the Corporation at such office shall be Brian A. McLaughlin, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

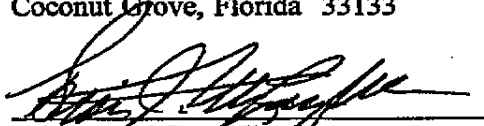
The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Brian A. McLaughlin	Continental Plaza 3250 Mary Street Suite 401 Coconut Grove, Florida 33133

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Brian A. McLaughlin	Continental Plaza 3250 Mary Street Suite 401 Coconut Grove, Florida 33133



Brian A. McLaughlin, Incorporator

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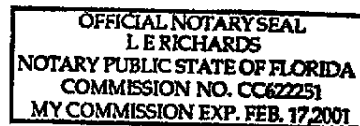
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of DBM Assets Company were acknowledged before me this 28th day of May, 1998, by Brian A. McLaughlin as incorporator and who is personally known to me.


Notary Public - State of Florida

Name: LE RICHARDS

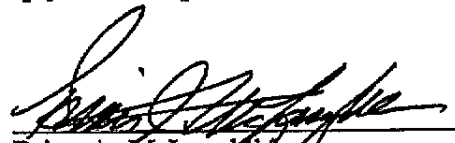
My commission expires:



(Seal)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for DBM Assets Company, hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agree to comply with the provisions, of Sections 48.091 and 607.0501, Florida Statutes.


Brian A. McLaughlin

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