

CHARLES F. DECKER
ATTORNEY AT LAW
10209 B GULF BLVD.
TREASURE ISLAND, FLORIDA 33706

PH. (813) 60-200

FAX: (813) 367-160

April 10, 1998

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***122.50 ***122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: DCL, Inc.

Dear Sir:

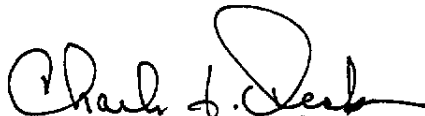
Enclosed please find the original and one copy of the Articles of Incorporation as referenced above, together with a check in the amount of \$122.50, which represents your fee for filing of same.

Please upon doing so, return a copy of the Articles of Incorporation to me in the self addressed stamped envelope, which is enclosed and provided for your convenience.

Thanking you in advance for your anticipated cooperation, I am,

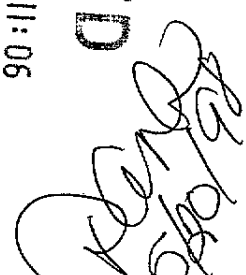
Very truly yours,

LAW OFFICES OF CHARLES F. DECKER


Charles F. Decker

CFD/amw
enclosures

FILED
98 MAY 29 AM 11:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 15, 1998

CHARLES F. DECKER, ESQUIRE
10209 B-GULF BLVD
TREASURE ISLAND, FL 33706

SUBJECT: DCL, INC.
Ref. Number: W98000011138

We have received your document for DCL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 898A00027262



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1998

CHARLES F. DECKER, ESQUIRE
10209 B-GULF BLVD
TREASURE ISLAND, FL 33706

SUBJECT: DL&C, INC.
Ref. Number: W98000011138

We have received your document for DL&C, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 998A00028841

ARTICLES OF INCORPORATION
OF
DL&C QUALITIES, INC.

FILED
98 MAY 29 AM 11:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation, Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is **DL&C QUALITIES, INC.**

ARTICLE II. DURATION

The corporation shall exist perpetually commencing on the date of the filing of these Articles.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation will be
_5533 Central Avenue, St. Petersburg, Florida, 33710.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United State and Florida.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue 100 common shares of One Dollar (\$1.00) par value stock.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

Every shareholder, upon the sale for cash by this corporation of any new capital stock of the same kind, class or series as that which he or she already holds, shall have the preemptive right to

purchase his or her prorata share thereof (as nearly as may be done without the issuance of fractional shares).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation are: Charles F. Decker, Esquire, at 10209B Gulf Boulevard, Treasure Island, Florida 33706.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the ByLaws of the corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE IX. CUMULATIVE VOTING

At the election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his or her shares or by distributing the votes on the same principle among any number of candidates.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares held or acquired by the shareholders of the corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Lisa Hunt, 5533 Central Avenue, St. Petersburg, Florida, 33710.

ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12 day of May, 1998.

Sign: 

Print Name: Lisa Hunt

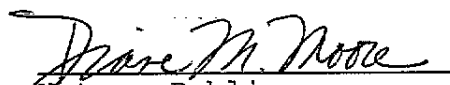
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in Pinellas County, Florida, personally appeared Lisa Hunt, personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such instrument.

12th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of May, 1998.




Notary Public
My Commission Expires:
SEAL

ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE as registered agent to accept service of process for the above-named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting of registered agent names.

Sign: Charles F. Decker
Print Name: Charles F. Decker

FILED
98 MAY 29 AM 11:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA