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LETTER OF TRANSMITTAL

DATE : JULY 1, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:24

SECRETARY OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-07/06/98--01046--010
****122.50 ****122.50

RE : D. T. H. ENTERPRISES, INC.

GENTLEMEN :

ENCLOSED IS THE ORIGINAL AND ONE COPY OF THE "ARTICLES OF INCORPORATION" TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF FILING FEES, COPY OF THE "ARTICLES OF INCORPORATION" TO BE CERTIFIED, AND FEES FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SIGNED :


TINA L. HELTON

MAILING ADDRESS OF CORPORATION :

1611 S.E. 40th STREET
CAPE CORAL, FLORIDA 33904

PHONE : 941-540-1845

ARTICLES OF INCORPORATION
OF

D. T. H. ENTERPRISES, INC.

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THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS **D. T. H. ENTERPRISES, INC.**

ARTICLE II - DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE **ONE HUNDRED** SHARES
(**100**) OF COMMON STOCK DOLLARS (\$ **100.00**) PAR VALUE COMMON STOCK,
WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS

**1611 S.E. 40th STREET
CAPE CORAL, FLORIDA 33904**

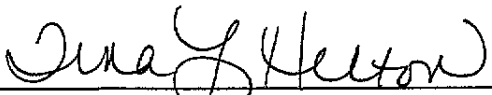
THIS CORPORATION SHALL HAVE **TWO** DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASE OR DIMINISH FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

**TINA L. HELTON
1611 S.E. 40th STREET
CAPE CORAL, FLORIDA 33904**

**DEAN HELTON
1611 S.E. 40th STREET
CAPE CORAL, FLORIDA 33904**

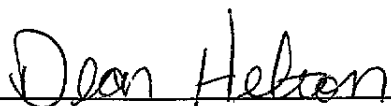
ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF
INCORPORATION THIS 1st DAY OF JULY , 1998 :



TINA L. HELTON

TINA L. HELTON
1611 S.E. 40th STREET
CAPE CORAL, FLORIDA 33904



DEAN HELTON

DEAN HELTON
1611 SE 40 STREET
CAPE CORAL, FLORIDA 33904

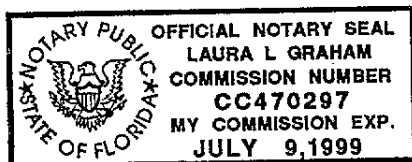
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

TINA L. HELTON AND DEAN HELTON

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS 1ST DAY OF JULY , 1998





LAURA L. GRAHAM - NOTARY PUBLIC

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

D. T. H. ENTERPRISES, INC.

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PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING
IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION AT

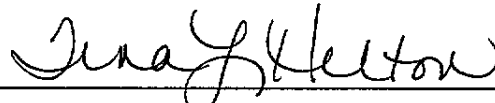
1611 S.E. 40th STREET
CAPE CORAL, FLORIDA 33904

HAS NAMED **TINA L. HELTON**, LOCATED AT THE AFORESAID ADDRESS,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
AND BEING FAMILIAR WITH OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT
TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF
FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

SIGNED :



TINA L. HELTON