



ACCOUNT NO. : 072100000032

REFERENCE : 885617 7113469

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : July 9, 1998

ORDER TIME : 11:28 AM

ORDER NO. : 885617-005

CUSTOMER NO: 7113469

400002584354--7

CUSTOMER: Michele Smith, Legal Assistant  
M.A. FAICHNEY & ASSOCIATES,  
INC.  
11380 Prosperity Farms Rd.#112

West Palm Beach, FL 33410

DOMESTIC FILING

NAME: D2 INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -9 PM 2:58

*ga*  
*7/9/98*

ARTICLES OF INCORPORATION  
OF  
D2 INVESTMENTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -9 PM 2:58

ARTICLE I  
NAME

The name of the corporation is **D2 INVESTMENTS, INC.**

ARTICLE II  
DURATION

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The street address of the registered office and the principal place of business is **10649 AVENUE OF THE P.G.A., PALM BEACH GARDENS, FL 33418** and the initial registered agent(s) of this corporation at that address is: **is 10649 AVENUE OF THE P.G.A., PALM BEACH GARDENS, FL 33418**

ARTICLE V  
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director of this corporation is:

NAME  
**HAROLD HOLDER**

ADDRESS  
**10649 AVENUE OF THE P.G.A.  
PALM BEACH GARDENS, FL 33418**

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ARTICLE VI  
CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE VII  
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
HAROLD HOLDER	10649 AVENUE OF THE P.G.A. PALM BEACH GARDENS, FL 33418

ARTICLE VIII  
POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX  
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law.

ARTICLE X  
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this corporation may take action by Written consent.

ARTICLE XI  
INDEMNIFICATION

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

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ARTICLE XII  
AMENDMENT

These corporation reserves the right to amend or repeal any provisions contained in these Article, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: D2 INVESTMENTS, INC. desiring to organize under the laws of the State of Florida, with its principal place of business: 10649 AVENUE OF THE P.G.A., PALM BEACH GARDENS, FL 33418 has named: HAROLD HOLDER located at: 10649 AVENUE OF THE P.G.A., PALM BEACH GARDENS, FL 33418 as its agent to accept service of process within Florida.

  
HAROLD HOLDER-Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

7-8-98  
Date

  
Agent- HAROLD HOLDER