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Darren J. Rousso, P.A.\*  
\*OF COUNSEL

July 6, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900002584019--1  
-07/09/98--01030--005  
\*\*\*\*135.00 \*\*\*\*135.00

Re: Diego Bay, Inc.

Dear Sir/Madam:


With respect to the above-referenced corporation, please find enclosed the following:

1. Original and two copies of the Articles of Incorporation.
2. A check in the amount of \$135.00 for the filing fee, certified copy and certificate.

Please return a copy of the certified copy and certificate after the Articles have been filed.

Should you have any questions or concerns in this regard, please do not hesitate to contact me.

Very truly yours,  
DARREN J. ROUSSO, P.A.

  
Darren J. Rousso, Esquire  
For the Firm

DJR:sc  
Enc.  
cc: Davison Obenauer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 7/10/98

**ARTICLES OF INCORPORATION  
OF  
DIEGO BAY INVESTMENTS, INC.**

**THE UNDERSIGNED**, each a person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I: CORPORATE NAME**

The name of the corporation shall be: DIEGO BAY INVESTMENTS, INC.

**ARTICLE II: CORPORATE PURPOSE**

The corporation is organized for the purpose of transacting any lawful business.

**ARTICLE III: CORPORATE EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Florida Department of State.

**ARTICLE IV: INITIAL PRINCIPLE OFFICE**

The address of the initial principal office of this corporation is located at: 3923 Lake Worth Road, Suite No.: 107 Lake Worth, Florida 33461.

**ARTICLE V: INITIAL BOARD OF DIRECTORS**

This corporation shall have no less than one (1) Director. The names and address of the Initial Board of Directors are as follows:

Connie E. Gonzales: 19 North Eric Circle, Lake Worth, Florida, 33461.

**ARTICLE VI: INITIAL OFFICERS**

The name(s) of the initial officers are as follows: Connie E. Gonzales (President, Treasurer, Secretary & Vice President.

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**ARTICLE VII: INCORPORATOR**

The name and address of each person signing these Articles is: **Darren J. Rousso**, The Caris Center, 2630 Hollywood Boulevard, Suite No.: 101, Hollywood, Florida 33020.

**ARTICLE VIII: CAPITOL STOCK**

The corporation is authorized to issue 1,000 shares of \$.0001 par value common stock which shall be designated "Common Stock".

**ARTICLE IX: REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is: **Darren J. Rousso**, The Caris Center, 2630 Hollywood Boulevard, Suite No.: 101, Hollywood, Florida 33020.

**ARTICLE X: INDEMNIFICATION**

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

**ARTICLE XI: AMENDMENT**

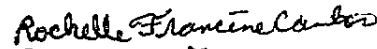
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation the 6<sup>th</sup> day of July, 1998.

  
DARREN J. ROUSSO, SUBSCRIBER/INCORPORATOR

STATE OF FLORIDA    }  
COUNTY OF Broward    } ss.

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of July, 1998, by Darren J. Rousso who is personally known to me to be the person who executed the foregoing Articles of Incorporation

  
Print Name: ROCHELLE FRANCINE CANTOR  
NOTARY PUBLIC, STATE OF FLORIDA  
Commission Number: \_\_\_\_\_

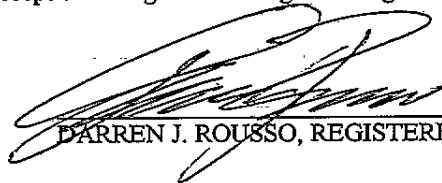
My commission expires:



Rochelle Francine Cantor  
COMMISSION # CC 724694  
EXPIRES MAR 15, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACCEPTANCE OF DESIGNATION**  
**AS REGISTERED AGENT**

The undersigned, having been named to accept service of process on behalf of the corporation at the location provided herein, does hereby agree to accept the designation as registered agent. Dated this 6<sup>th</sup> day of July, 1998.

  
DARREN J. ROUSSIO, REGISTERED AGENT

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