

P98000062174

D & L Verticals, Inc  
3865 N.W. 76th Place  
Sunrise, FL 33351

Florida Department of State  
Division of Corporations  
Attn.: New filings  
409 East Gaines Street  
Tallahassee, FL 32399

*D & L Verticals, Inc.*  
Re: ~~Dutch Caribbean International, Inc.~~

800002587568--5  
-07/14/98--01013--007  
\*\*\*\*122.50 \*\*\*\*122.50

June 29, 1998

Dears Sirs:

Enclosed, please find a check in the amount of \$122.50 to cover all necessary fees to establish the above captioned Corporation as a Florida Profit Corporation.

For the Corporation,

(MD)

Myron V. Dess  
as Incorporator of D & L Verticals, Inc.

APPROVED  
AND  
FILED  
50 JUL 13 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

OF

D & L VERTICALS, INC.

APPROVED  
AND  
FILED

98 JUL 13 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

## ARTICLE I

The name of this corporation shall be: D & L Verticals, Inc.

## ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

## ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers of necessary convenience to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$100.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:


Lewis W. Currier III  
5801 Northwest 87th Way  
Tamarac, FL 33321

#### ARTICLE VI

The initial Board of Directors shall consist of a total of Three (3) persons and the name and address's of the person who are to serve as the initial directors are:

Aaron M. Dess  
3885 N.W. 76th Terrace  
Sunrise, FL 33351

Robert J. LaDisa  
3865 N.W. 76th Terrace  
Sunrise, FL 33351

 Byron V. Dess  
3885 N.W. 76th Terrace  
Sunrise, FL 33351


#### ARTICLE VII

The address of the principal office of this corporation is:

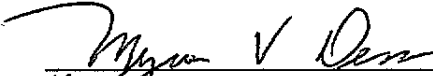

D & L Verticals Inc.  
3865 N.W. 76th Terrace  
Sunrise, FL 33351

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

  
Myron V. Dess  
3885 N.W. 76th Terrace  
Sunrise, FL 33351

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29 day of June, 1998.

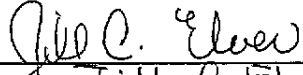
  
Myron V. Dess as Incorporator  


STATE OF FLORIDA )

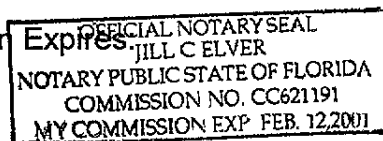
COUNTY OF BROWARD )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Myron V. Dess known to me and known by me to be the person who executed the foregoing articles of incorporation, and who produced drivers license as identification and he acknowledged before me that he executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 26 day of June, 1998.

  
Print Name: Jill C Elver  
Notary Public

My Commission Expires



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in  
compliance with said Act:

D & L Verticals, Inc. desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of incorporation at 3865 N.W. 76th  
Terrace, Sunrise, County of Broward, State of Florida has named Lewis W. Currier III  
located at 5801 Northwest 87th Way, Tamarac, County of Broward, State of Florida, at  
its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated  
corporation, at place designated in this certificate, I hereby accept to act in this  
capacity, and agree to comply with the provision of said Act relative to keeping open  
said office.

By: Lewis W. Currier III  
Lewis W. Currier III  
Registered Agent

APPROVED  
AND  
FILED  
98 JUL 13 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA