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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 27 PM 1:13

TRANSMITTAL LETTER

June 15, 1998

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

SUBJECT: DCW, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of DCW, Inc., a Florida Corporation.

Please provide a certificate of status. A check for \$78.75 is enclosed for the filing fee and a Certificate of Status.

Very truly yours,

*Deanna C. Wagner*

Deanna C. Wagner

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**ARTICLES OF INCORPORATION**

DCW, Inc.

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is DCW, Inc.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation is 2500 Weston Road, Suite 313, Weston, Florida 33331

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

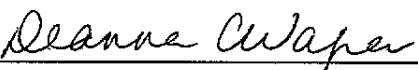
The name and address of the initial registered agent are Joseph E. Altschul, Esq., 2500 Weston Road, Suite 313, Weston, Florida 33331.

**ARTICLE V. INCORPORATORS.**

The names and street addresses of the incorporators to these articles of incorporation are:

Deanna C. Wagner  
c/o Joseph E. Altschul, Esq.  
2500 Weston Road, Suite 313  
Weston, Florida 33331.

The undersigned executed these articles of incorporation June 15, 1998.

  
Deanna C. Wagner, Incorporator

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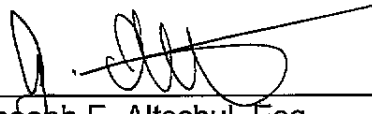
**Designation and Acceptance of Registered Agent  
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is DCW, Inc.
2. The name of the registered agent is Joseph E. Altschul, Esq., Esq.
3. The address of the registered agent/registered office is 2500 Weston Road, Suite 313, Weston, Florida 33331.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Joseph E. Altschul, Esq.

Date: June 15, 1998.

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