

P98000071018

LAW OFFICES

SIMON, SCHINDLER & SANDBERG

A PROFESSIONAL ASSOCIATION

2650 BISCAYNE BOULEVARD

MIAMI, FLORIDA 33137-4590

TÓBIAS SIMON (1929-1982)

STEPHEN M. CODY

THOMAS M. PFLAUM*

SILVIA M. RODRIGUEZ

JEFFREY D. RUBINSTEIN

NEAL L. SANDBERG

ROGER J. SCHINDLER

TERRI GRUMER SONN

TELEPHONE (305) 576-1300

TELECOPIER (305) 576-1331

* OF COUNSEL

July 17, 1998

Leopoldo Bellon
13200 S.W. 128 Street
Building "G"
Miami, FL 33186

RE: DB ^{Realty} GROUP, INC.

400002600174--9
-07/28/98--01028--005
****122.50 ****122.50

Dear Leopoldo:

Please sign the Articles of Incorporation where required and mail them with the cover letter to the secretary of state and the filing fee check, which we have already forwarded to Larry.

Please be advised that upon receipt of the Articles of Incorporation, this firm will order a corporate book and kit for the corporation.

We respectfully request that you contact an accountant to determine whether you wish to elect subchapter S status. Your corporate kit will include an application for said election, as well as an application for a federal identification number.

Further, please be advised that you should consult with Roger Schindler should you desire this firm to draft shareholder agreements or specific corporate resolutions.

Please call me if you have any questions.

Very truly yours,

SIMON, SCHINDLER & SANDBERG,

Terri G. Sonn
Terri G. Sonn

98 AUG 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

TGS:am

Enclosures

cc: Larry Deddy (w/encl.)

db\BELLON.LTR

B. BROCK AUG 14 1998

WTS-17436



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

SIMON, SCHINDLER & SANDBERG, P.A.
2650 BISCAYNE BLVD.
MIAMI, FL 33137-4590

SUBJECT: DB GROUP, INC.
Ref. Number: W98000017436

We have received your document for DB GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 398A00040281

ARTICLES OF INCORPORATION

OF

DB REALTY GROUP, INC.

ARTICLE I - NAME

The name of this corporation is DB REALTY GROUP, INC.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day not be authorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is 11010 North Kendall Drive, Suite 102, Miami, Florida 33176, and the name and address of the initial registered agent of this corporation is Leopoldo Bellon, 13200 S.W. 128th Street, Building "G", Miami, FL 33186.

98 AUG 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons, whose names and addresses are Erik M. Bellon, 13200 S.W. 128th Street, Building "G", Miami, Florida 33186 and Leopoldo Bellon, 13200 S.W. 128th Street, Building "G", Miami, Florida 33186. The number of directors may be decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Leopoldo Bellon, 13200 S.W. 128 Street, Building "G", Miami, Florida 33186, and the name and address of the person signing these Articles of Incorporation as Registered Agent is Leopoldo Bellon, 13200 S.W. 128 Street, Building "G", Miami, Florida 33186.


ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE XI - AMENDMENT

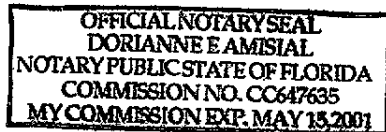
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

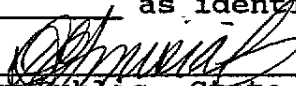
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this ____ day of _____, 1998.


Leopoldo Bellon
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10th
day of August, 1998, by Leopoldo Bellon, who is personally
known to me or who has produced _____ as identification.




Notary Public - State of Florida
Dorianne E. Amisal
Printed name of Notary Public

NOTARY PUBLIC
Title

Serial number

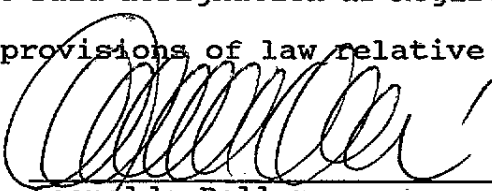
My Commission Expires:

NOTARIAL SEAL

CERTIFICATE OF INCORPORATION

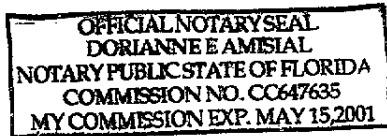
ACCEPTANCE

Having been named to accept service of process for the above
named corporation at a place designated in these Articles of
Incorporation, I hereby accept said designation as Registered Agent
and agree to comply with the provisions of law relative to keeping
open said office.


Leopoldo Bellon
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10th
day of August, 1998 by Leopoldo Belloon, as Registered
Agent of DB REALTY GROUP, INC., a Florida corporation, who is
personally known to me or who has produced _____ as
identification.



Dorianne E. Amisial
Notary Public - State of Florida
Dorianne E. Amisial
Printed name of Notary Public

NOTARY PUBLIC
Title

Serial number

My Commission Expires:

NOTARIAL SEAL

DB\ARTICLES.INC

98 AUG 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED