

PETER T. FLOOD
ATTORNEY AT LAW
125 NORTH AIRPORT ROAD, SUITE 202
NAPLES, FLORIDA 34104
TELEPHONE (941) 263-2177
FAX (941) 263-0787

P980000072678

August 12, 1998

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

RE: D'CLANN INTERNATIONAL, INC.

100002618101--5
-08/17/98-01145-013
****122.50 ****122.50

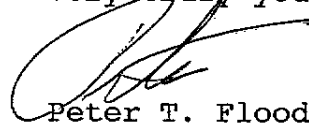
Dear Sir/Madame:

Enclosed herewith please find for filing the Articles of Incorporation for the above-referenced entity, together with a check in the amount of \$122.50 representing the filing fee.

Kindly file same in the usual manner and return a certified copy to the undersigned.

Thank you for your courtesy and attention to this matter.

Very truly yours,


Peter T. Flood

PTF:ldg
Enclosures

FILED
98 AUG 17 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-20-98
MEM

ARTICLES OF INCORPORATION
OF
D'CLANN INTERNATIONAL, INC.

98 AUG 17 AM 8:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be; D'CLANN INTERNATIONAL, INC., 3524 CORINTHIAN WAY, NAPLES, FLORIDA, 34105.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 25,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determine.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: NOLAN D. SANCHEZ, 3524 CORINTHIAN WAY, NAPLES, FLORIDA, 34105.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

TERESITA D. SANCHEZ, PRESIDENT
3524 CORINTHIAN WAY
NAPLES, FLORIDA 34105

DANILO D. SANCHEZ, VICE PRESIDENT
3524 CORINTHIAN WAY
NAPLES, FLORIDA 34105

LORNA D. SANCHEZ, SECRETARY
3524 CORINTHIAN WAY
NAPLES, FLORIDA 34105

NOLAN D. SANCHEZ, TREASURER
3524 CORINTHIAN WAY
NAPLES, FLORIDA 34105

ARTICLE VIII. INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

TERESITA D. SANCHEZ, 3524 CORINTHIAN WAY, NAPLES, FL 34105

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

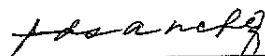
ARTICLE X.

This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI.

These Articles of Incorporation are executed by **TERESITA D. SANCHEZ**, its Incorporator, in compliance with sec. 607.164 of the Florida statutes.

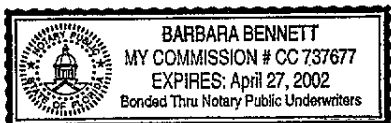
The undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 14th day of August, 1998.

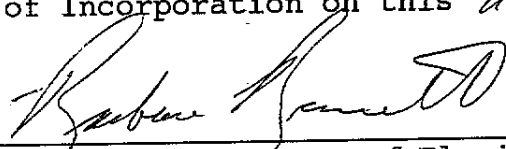


TERESITA D. SANCHEZ

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared **TERESITA D. SANCHEZ**, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation on this 14th day of August, 1998.





NOTARY PUBLIC, State of Florida
My Commission Expires:

Having been named to accept service of process for the above stated corporation, as the Registered Agent, at the Corporation's principal office address which is 3524 Corinthian Way, NAPLES, FLORIDA, 34105, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

BY: 

NOLAN D. SANCHEZ

This instrument prepared by:
Peter T. Flood, Esquire (#443077)
125 North Airport Road, Suite 202
Naples, FL 34104
(941) 263-2177

FILED
98 AUG 17 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA