

P 98000092629

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-10/30/98--01019--001
****122.50 *****78.75

DIAMOND M. ACRES
14383 WELLINGTON TRACE
WELLINGTON, FL. 33414

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 AM 9:06

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLE OF INCORPORATION TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,



MICHAEL J. MANCUSO

F. CHESSEY NOV 2 1998

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DIVISION OF CORPORATIONS
98 OCT 30 AM 9:06

ARTICLE OF INCORPORATION

DIAMOND M. GARRIS, INC.

14383 WELLINGTON TRACE
WELLINGTON, FL. 33414

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPLE OFFICE
AND MAILING ADDRESS IS.

14383 WELLINGTON TRACE
WELLINGTON, FL. 33414

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTANCE UNLESS SOONER
DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE, 500 SHARES OF NO PAR VALUE
COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE IV

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL
LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE V

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE
CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY
HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE(S) THEREOF
(AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT
THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS,
14383 WELLINGTON TRACE, WELLINGTON, FL. 33414

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THIS
ADDRESS IS ;

MICHAEL J. MANCUSO

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE(1) DIRECTOR INITIALLY, THE NUMBER OF
DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BY-
LAWS, BUT SHALL NEVER BE LESS THAN ONE(1). THE NAME AND ADDRESS OF THE
INITIAL BOARD OF DIRECTORS AND OFFICERS OF THIS CORPORATION IS;

MICHAEL J. MANCUSO

PRESIDENT

MICHAEL J. MANCUSO

VICE-PRESIDENT

PATRICIA A. MANCUSO

SECRETARY/TREASURER

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF
INCORPORATION IS;

MICHAEL J. MANCUSO, 14383 WELLINGTON TRACE, WELLINGTON, FL.

PATRICIA A. MANCUSO, 14383 WELLINGTON TRACE, WELLINGTON, FL.

ARTICLE IX

THE POWER TO ADOPT, OR REPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACT BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

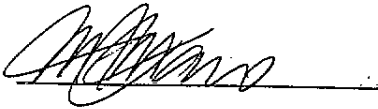
THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

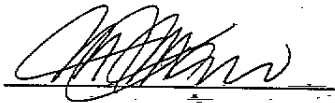
ARTICLE XV

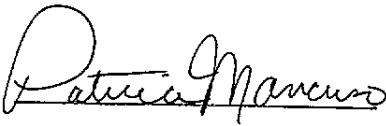
THIS CORPORATION HOLDS THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE
STATE AND COUNTY SET FORTH ABOVE, PRESONALLY APPEAR,,







KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS 27TH OF APRIL, 1998


NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-6368

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 27TH DAY OF October, 1998 AT MIAMI,
COUNTY OF DADE, STATE OF FLORIDA.

[Signature]

[Signature]

Patricia Mancuso

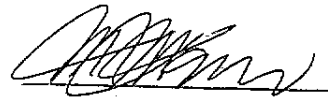
[Signature]
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission C221748
Expires Nov 20, 1998
Elected by NFNU
000022174808

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

A handwritten signature in dark ink, appearing to be "J. H. Smith", written over a horizontal line.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 AM 9:06