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St. Petersburg, Florida 33712

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 2:09

999006046836
April 29, 1999

Florida Department of State
Sandra Barringer Mortham, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002860948--7
-05/03/99-01138-018
****113.75 ****78.75

Re: DJ Holdings, Inc.,

Dear Ms. Barringer Mortham:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with a Designation of Resident Agent, and check in the amount of \$113.75 for the following fees:

\$70.00	Filing Fee for Articles
\$35.00	Designation of Registered Agent
\$ 8.75	Certified Copy of Articles

After filing, please forward the Charter and certified Articles of Incorporation to me.

Very truly yours,


Anthony P. Valente Jr.

APV/krh
Enc.
cc: client

W99-10736

Dmc
5/7/99

2544

SHARON

MAY 24 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 7, 1999

ANTHONY P. VALENTE, JR., ESQ.
KNAUST & VALENTE, P.A.
2730 CENTRAL AVENUE
ST. PETERSBURG, FL 33712

SUBJECT: DJ HOLDINGS, INC.
Ref. Number: W99000010736

FLUET Real Estate Management Corp.

We have received your document for DJ HOLDINGS, INC. and your check(s) totaling \$113.75. 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 599A00025122

RECEIVED
MAY 12 1999
KNAUST & VALENTE, P.A.

FILED STATE
SECRETARY OF CORPORATIONS
99 MAY 24 PM 2:09

ARTICLES OF INCORPORATION

OF

FLUET REAL ESTATE MANAGEMENT CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is FLUET REAL ESTATE MANAGEMENT CORPORATION.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

FOURTH: Authorized Shares.

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 6000 shares of Capital Stock with a par value of \$1.00, per share.

INITIAL ISSUE: 100 shares of Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value shares of Capital Stock of the corp. that have been issued shall be the stated capital of the corp. at any particular time.

DIVIDENDS: The holders of outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK: The shares are not to be divided into classes.

NO SHARE IN SERIES: The corp. is not authorized to issue shares in series.

FIFTH: The principal place of business and address of the Corporation is 1150 Park

Street North, St. Petersburg, Florida 33710. The address in Florida of the initial registered office of the corporation is: 2730 Central Avenue, St. Petersburg, Florida, and the name of the initial registered agent at such address is Anthony P. Valente Jr., Esq.

SIXTH: The initial board of directors shall consist of not less than one (1) nor more than three (3) members, as set forth in the By-laws, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting or until successors have been elected and qualified as follows:

<u>NAME</u>	<u>ADDRESS</u>
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Sandra Fluet	1150 Park Street North, St. Petersburg, Florida 33710.
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Denise Melillo	1150 Park Street North, St. Petersburg, Florida 33710.
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EIGHTH: The name and address of the initial incorporator is: Anthony P. Valente Jr., 2730 Central Avenue, St. Petersburg, FL 33712.

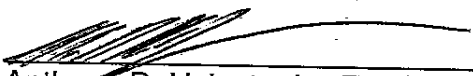
NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder meeting, with not less than a two-thirds vote of common stock.

TENTH: Holders of common stock shall have preemptive rights to purchase, at prices, terms and conditions to be fixed by the Board of Directors. Shares may be issued for money, property or services from time to time, in addition to that stock authorized and issued by the corporation. Preemptive right are determined by the ratio of authorized and issued common stock held by holder to all common stock currently authorized and issued.

ELEVENTH: The shareholders of this corporation shall be allowed to vote their shares

cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

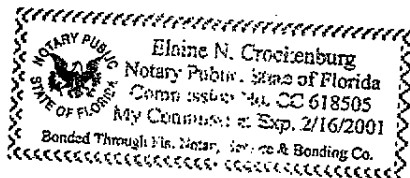
IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at St. Petersburg, Florida on the 19th day of May, 1999.


Anthony P. Valente Jr., Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Anthony P. Valente Jr., to me well known and known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at St. Petersburg, in said County and State, this 19th day of May, 1999.



(Seal)

NOTARY PUBLIC

Sign: 
Print: _____

State of Florida at Large
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

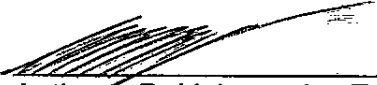
* * * * *

Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

FIRST: FLUET REAL ESTATE MANAGEMENT CORPORATION, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 2730 Central Avenue, St. Petersburg, Florida, 33712, has named ANTHONY P. VALENTE JR., as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at 2730 Central Avenue, St. Petersburg, FL, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Anthony P. Valente Jr., Esq.
Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 2:10