

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : COHEN, CHASE, & HOFFMAN, P.A.
Account Number : 102450002676
Phone : (305) 670-0201
Fax Number : (305) 670-6152

FLORIDA PROFIT CORPORATION OR P.A.

DDF HOLDINGS, INC.

Certificate of Status	1
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B. McKnight JUN 23 1999

ARTICLES OF INCORPORATION

OF

DDF HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is DDF HOLDINGS, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$0.10	Class A Voting Common
1,000	\$0.10	Class B Non-Voting Common

This instrument prepared by:
Alan R. Chase, Esquire
Florida Bar No. 205478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

President	Daniel De Fasson
Secretary	Daniel De Fasson
Treasurer	Daniel De Fasson

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 10825 NW 33 Street, Miami, Florida 33172. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Daniel De Fasson	10825 NW 33 Street Miami, Florida 33172

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors of this corporation are:

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DIRECTOR

Daniel De Fasson

Esther Kaufman

ADDRESS10825 NW 33 Street
Miami, Florida 3317210825 NW 33 Street
Miami, Florida 33172SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

Daniel De Fasson

ADDRESS10825 NW 33 Street
Miami, Florida 33172ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of June, 1999.

Incorporator:



DANIEL DE FASSON

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:



DANIEL DE FASSON

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