

P9900077716



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 359592 7162078

AUTHORIZATION :

COST LIMIT : \$ 70.00

99 AUG 31 PM 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9-1-99

ORDER DATE : August 31, 1999

ORDER TIME : 10:25 AM

ORDER NO. : 359592-005

CUSTOMER NO: 7162078

300002974843--8

CUSTOMER: Ms. Mercy Pelaez
THE DECARLO GROUP CERTIFIED
THE DECARLO GROUP CERTIFIED
1001 Brickell Bay Drive
27th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: D.P. MARTIN & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 8/31/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 31 AM 11:24

RECEIVED

ARTICLES OF INCORPORATION

OF

D.P. MARTIN & ASSOCIATES, INC.

FILED
99 AUG 31 PM 2: 54
OFFICE OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation, under the laws of the State of Florida.

EFFECTIVE DATE

ARTICLE I

9-1-99

The corporate name for the corporation (hereinafter called the "Corporation") is D.P. Martin & Associates, Inc.

ARTICLE II

The existence of the Corporation shall be effective as of the 1st day of September, 1999 and shall be perpetual.

ARTICLE III

The Corporation shall have all of the powers vested in a Florida corporation, in accordance with Chapter 621 of the Florida Statutes, and is authorized to engage in the practice of Financial Public Relations and any and all lawful business and activities permitted under this Chapter.

ARTICLE IV

The maximum number of shares which the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common Stock, with a par value of One Cent (\$0.01) per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation are:

Doug P. Martin
D.P. Martin & Associates, Inc.
c/o The DeCarlo Group
Certified Public Accountants ♦ Management Consultants
1001 Brickell Bay Drive
Suite 2706
Miami, Florida 33131

ARTICLE VI

The Corporation shall have one (1) member of the Board of Directors initially. The name and address of the initial Director of the Corporation are:

Doug P. Martin
c/o The DeCarlo Group
Certified Public Accountants ♦ Management Consultants
1001 Brickell Bay Drive
Suite 2706
Miami, Florida 33131

The number of Directors may be increased or decreased from time to time, pursuant to the duly enacted Bylaws of the Corporation, but shall never be less than one (1).

ARTICLE VII

The name and address of the Incorporator are:

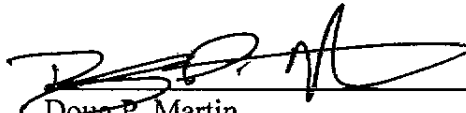
Doug P. Martin
c/o The DeCarlo Group
Certified Public Accountants ♦ Management Consultants
1001 Brickell Bay Drive
Suite 2706
Miami, Florida 33131

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

c/o The DeCarlo Group
Certified Public Accountants ♦ Management Consultants
1001 Brickell Bay Drive
Suite 2706
Miami, Florida 33131

EXECUTED at Miami, Florida, as of this 1st day of September, 1999.

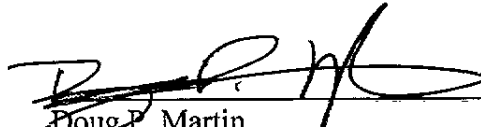


Doug P. Martin
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed as the Registered Agent of D.P. Martin & Associates, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 1st day of September, 1999.


Doug P. Martin
Registered Agent

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