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LAW OFFICE OF
DAVID A. FIFNER, P.A.
11700 58TH STREET, NORTH, SUITE A
TEMPLE TERRACE, FL 33617

David A. Fifner
(also admitted in Ohio)
Eileen L. Marcone, CLA

Tel: 813-985-4262
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September 14, 1999

100002988781--6
-09/16/99-01041--008
*****78.75 *****78.75

Department of State
Division of Corporations
Post Office box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
9-13-99

FILED
99 SEP 16 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation
DYL-EM, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for DYL-EM, INC. that I would appreciate your filing.

I have enclosed a check in the amount of \$78.75 for this service; \$70 for filing and \$8.75 for the certificate.

Please call this office if there is a problem.

Sincerely,

Eileen L. Marcone
Eileen L. Marcone, CLA
to David A. Fifner

Enclosures (3)

D. BROWN SEP 21 1999

ARTICLES OF INCORPORATION

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ARTICLE I

The name of the corporation shall be **DYL-EM, INC.**. The purpose of the corporation shall be retail ownership and management and all other such business as is allowed under the laws of Florida.

ARTICLE II

The principle place of business and mailing address shall be 17521 Edinburgh Drive, Tampa, FL 33647

ARTICLE III

The number of shares of stock that this corporation is authorized to have issued and outstanding at any one time is: **500 SHARES, NO PAR VALUE.**

ARTICLE IV

The name and address of the initial registered agent is: **DAVID A. FIFNER, 11700 58TH STREET N. SUITE A, TEMPLE TERRACE, FL 33617.**

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is **DAVID A. FIFNER, 11700 58TH STREET N. SUITE A, TEMPLE TERRACE, FL 33617.**

ARTICLE VI

The corporation is being formed pursuant to Florida Statutes 607, et. seq. The corporation is authorized to transact all business allowable under the above statute.

ARTICLE VII

The corporation shall have perpetual duration and shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including but not limited to all activities and pursuits described in Florida Statute 607.0302.

ARTICLE VIII

The corporation shall be considered in existence prior to the filing date, effective September 13, 1999, in accordance with Florida Statute 607.0203 and shall be entitled to all the rights and privileges in accordance therewith.

ARTICLE IX

There shall be a Board of Directors whose number shall not be less than one (1) nor more than five (5). All of the members of the Board of Directors must be in compliance with all prerequisites of Florida Statutes 607, et. seq. There shall be no personal liability of Shareholders for debts of the corporation. Joseph Lehmer shall serve as the original member of the Board of Directors, authorized to transact all business until the adoption of bylaws. The Board of Directors shall adopt, amend and modify all bylaws, as appropriate. The bylaws may contain any provision for the managing of the business and regulating the affairs of the corporation that is not inconsistent with law or these articles of incorporation. The first election of the Board of Directors shall take place within 180 days after the issuance of the initial shares of the corporation. The Board of Directors is specifically authorized to alter, or amend these articles of incorporation, including the issuance of additional shares or different classes of shares as appropriate. The Board of Directors shall have the right to reacquire, redeem, convert or cancel issued and outstanding shares as appropriate. The Board of Directors shall have the right to make distributions to shareholders.

ARTICLE X

The corporation shall hold an annual meeting of shareholders for the election of directors and the transaction of any proper business at a time stated or fixed in accordance with the bylaws.

ARTICLE XI

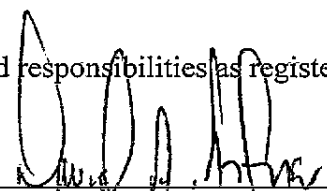
The Board of Directors shall elect Officers of the Corporation to manage the affairs of the corporation. The Officers shall be as described in the By Laws of the Corporation. Individuals may simultaneously hold more than one office in the corporation.

ARTICLE XII

The corporation shall have the power to indemnify any officer, director, agent or employee of the corporation.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation

BY:


David A. Fifner
Incorporator

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA