

TRANSMITTAL LETTER

P99000091253

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: DMSL, Inc.
(Proposed corporate name - must include suffix)

800003016538--7
-10/18/99--01052--019
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Leonard J. Dietzen
Name (Printed or typed)

P.O. Box 12186
Address

Tallah FL 32317
City, State & Zip

(850) 9425522
Daytime Telephone number

Leonard J. Dietzen GAVE
AUTHORIZATION BY PHONE TO
CORRECT change R.A. address
DATE 10-18-99
DOC. EXAM aj

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 18 PM 12: 17

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AND
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RECEIVED

NOTE: Please provide the original and one copy of the articles.

gjc 10/18

ARTICLES OF INCORPORATION

OF

DMSL, INC.

The undersigned hereby form a corporation-for-profit under the Florida General Corporation Act by adopting the following Articles of Incorporation:

1. Name. The name of this corporation is DMSL, Inc.

2. Nature, Purpose and Powers. This corporation shall have perpetual existence, commencing on the date that these Articles are executed and acknowledged. It will have the power to engage in any lawful business and have all powers enumerated in the Florida General Corporation Act.

3. Capital Stock. This corporation is authorized to issue 1,000 shares of \$.10 par value common stock.

4. Initial Registered Agent and Office. The name and address of the initial registered agent and office of this corporation is: Leonard J. Dietzen, III, at the firm of Powers, Quaschnick, Tischler, Evans & Dietzen, 1669 Mahan center Blvd Tallahassee FL 32308

5. Initial Board of Directors. This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than two. The names and the addresses of the initial directors are:

Catherine T. Brown
3213 Sharer Road
Tallahassee, FL 32312

Suzanne B. Lane
208 Lexington Road
Tallahassee, FL 32312

Beth Dunkle Dietzen
2480 Elfinwing Lane
Tallahassee, FL 32308

(Principal Address)

6. Incorporators. The names and the addresses of the persons subscribing to these Articles of Incorporation are:

Catherine T. Brown
3213 Sharer Road
Tallahassee, FL 32312

Suzanne B. Lane
208 Lexington Road
Tallahassee, FL 32312

Beth Dunkle Dietzen
2480 Elfinwing Lane
Tallahassee, FL 32308

7. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities

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convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from treasury of this corporation, in the ratio (as nearly as possible without issuance of fractional shares) that the number of shares held at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

8. Shareholder Quorum and Voting. Only sixty-six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of sixty-six percent (66%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. Voting Fundamental Changes. The affirmative vote of sixty-eight percent (68%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following corporate action: amendment to the Articles of Incorporation; merger or consolidation of the corporation; authorization, issuance and reissuance of shares in the corporation; election of officers and the fixing of their compensation; dissolution of the corporation.

10. Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors of officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board and the board approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or

transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction. =

11. Restriction on Board of Directors. The Board of Directors of the corporation may not authorize any mortgage or pledge thereof, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of sixty-seven percent (67%) of the shares of the corporation entitled to vote thereon and not otherwise. =

12. Cumulative Voting. In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

13. Directors' Authority to Fix Compensation. Directors shall have authority to fix the compensation of directors and officers by unanimous vote.

14. Indemnification. The corporation will indemnify any officer or director, or any former officer or director, pursuant to Section 607.014 of the Florida Statutes, as amended.

15. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of sixty-seven percent (67%) of the shares then entitled to vote at an election of directors.

16. Meetings by Conference Telephone. Members of the Board of Directors may participate in special meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.

* * *

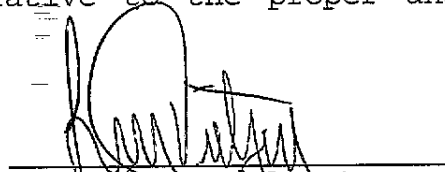
RESIDENT AGENT DESIGNATION AND ACCEPTANCE

IN COMPLIANCE with Section 48.091, Florida Statutes, DMSL, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2480 Elfinwing Lane, Tallahassee, FL 32308, name Leonard J. Dietzen, III, at the Firm of Powers, Quaschnick, Tischler, Evans & Dietzen, 1669 Mahan Center, Blvd., Tallahassee, Florida 32308, as registered agent.


Catherine J. Brown
Corporate Director

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, I hereby agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed: _____



Registered Agent

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TALLAHASSEE, FLORIDA

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17. Informal Action of Directors. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at meeting of the Board of Directors.

18. Notice of Meetings. Any subscriber or shareholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless objection is made at the meeting to any defect or insufficiency of notice.

IN WITNESS WHEREOF, the undersigned have set our hands on this 18th day of October, 1999.

Catherine J. Brown
Name

Beth Dunbar Priezen
Name

Suzanne Boylone
Name

ACKNOWLEDGEMENT BY INCORPORATORS

OF

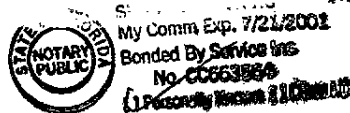
DMSL, INC.

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Beth Dunbar Priezen ~~Catherine J. Brown~~, Suzanne Boylone, who, being well known to me and, though, not taking an oath but being advised of the penalties of perjury, each of them executed the foregoing Articles of Incorporation of DMSL, Inc., Inc., in my presence and declared that they did so as their free acts and deeds on this 18th day of October, 1999.



Susan S. Hodges

FLPL# for Brown B-650-138-65-871-0
" for Lone L500-782-60-562-0