

JEFFREY MARTIN HERMAN, P.A.

Attorney at Law

1601 North Flamingo Road
Suite Two
Pembroke Pines, Florida 33028-1004

Telephone: (954) 438-5820
Fax: (954) 438-6283
E-mail: jmhhermanpa@aol.com

P99000101956

November 16, 1999

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

700003048697-4
-11/18/99--01062--011
*****78.75 *****78.75

RE: Incorporation of D-Life, Inc.

Dear Sir/Madam:

Enclosed are the fully executed Articles of Incorporation of D-Life, Inc. Also enclosed is my firm check made payable to the State of Florida in the amount of \$78.75 for filing of the Articles and a certified copy of the same. Please return these documents to me at the above address.

If you have any questions or need further information, please call.

Very truly yours,

JEFFREY MARTIN HERMAN, P.A.



Ellen M. Clark, Legal Asst.

/emc
Enclosures

FILED
99 NOV 18 AM 11:45
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EMC
1/18/99

**ARTICLES OF INCORPORATION
OF
D-LIFE, INC.**

ARTICLE I.

NAME

The name of the Corporation is: D-LIFE, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2631 S.W. 80th Avenue, Miramar, Florida 33029.

FILED
99 NOV 18 AM 11:46
SOUTH FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1601 North Flamingo Road, Ste. 2, Pembroke Pines, Florida 33028, and the name of the initial registered agent of this Corporation at that address is JEFFREY M. HERMAN.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

Catherine Golding
2631 S.W. 180th Avenue
Miramar, Florida 33029

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jeffrey M. Herman
1601 North Flamingo Road, Ste. 2
Pembroke Pines, Florida 33028

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of November, 1999.


JEFFREY M. HERMAN

STATE OF FLORIDA
COUNTY OF BROWARD

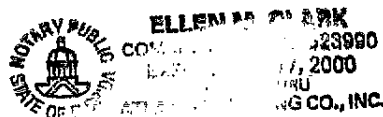
The foregoing Articles of Incorporation were acknowledged before me this 7th day of November 1999, by JEFFREY M. HERMAN. He is personally known to me, or produced as identification.


NOTARY PUBLIC, State of Florida

[SEAL]

ELLEN M. CLARK
Printed Name of Notary/Serial Number

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of D-LIFE, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

11-8-99


JEFFREY M. HERMAN

RECORDED & INDEXED
TALLAHASSEE, FLORIDA

99 NOV 18 AM 11:46

FILED