

P99000105189

Law Offices

Niles, Dobbins, Meeks, Raleigh & Dover

P.O. BOX 11799

FORT LAUDERDALE, FLORIDA 33339-1799

(954) 565-2200

FAX (954) 565-2233

STREET ADDRESS:

2601 EAST OAKLAND PARK BOULEVARD

SUITE 400

FORT LAUDERDALE, FL 33306

WILLARD D. DOVER
WILLIAM H. MEEKS
HARRY S. RALEIGH, JR.
B. ALAN DOBBINS III
CHRISTOPHER D. NILES
DONALD R. NILES, RETIRED

December 3, 1999

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

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-11/08/99--01102--017
*****78.75 *****78.75

Re: D. POCKETS, INC.
Ref. Number: W99000025856
Letter Number: 099A00054130

Attn: Carolyn Batten, Document Specialist

Dear Ms. Batten:

With reference to the above, enclosed please find original and copy of Articles of Incorporation for D. Pockets, Inc. Please issue a certified copy of same as previously requested.

Thank you.

Cordially,



Secretary to Willard D. Dover

ras
Enc.

FILED
99 DEC -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

mm
12-6-99
10



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 30, 1999

WILLARD D. DOVER, ESQ.
2601 EAST OAKLAND PARK BLVD., STE. 400
FT. LAUDERDALE, FL 33306

SUBJECT: D P CORPORATION OF SOUTH FLORIDA
Ref. Number: W99000025856

We have received your document for D P CORPORATION OF SOUTH FLORIDA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

I called your office and both Ruth and Mr. Willard were out. The Corporation name is not available since it is in the same City that D & P, INC. is doing business in.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 099A00054130

ARTICLES OF INCORPORATION

OF

D. POCKETS, INC.

FILED
99 DEC -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

D. POCKETS, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.

(b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.

(c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 1,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lessor percentage of shares (but not less than 33 1/3%).

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial registered office of this corporation and the name of the initial registered agent located at that office are:

WILLARD D. DOVER
2601 E. Oakland Park Boulevard, Suite 400
Fort Lauderdale, Florida 33339

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida

ARTICLE VI

The initial principal office of this corporation is 2601 E. Oakland Park Boulevard, Suite 400, Fort Lauderdale, Florida, 33339.

ARTICLE VII

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the shareholders, but shall never be less than one.

ARTICLE VIII

The name(s) and address(es) of the member(s) of the first Board of Directors is as follows:

WILLIAM J. ARMSTRONG
1000 N. Federal Highway
Pompano Beach, Florida 33062

ARTICLE IX

The name and address of the Subscriber of these Articles of Incorporation is as follows:

WILLARD D. DOVER
2601 E. Oakland Park Boulevard, Suite 400
Fort Lauderdale, Florida 33339

ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefor.

(c) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, shall be invalidated by reason of such relationship, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction

between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(d) Each and every director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorneys' fees at all trial and appellate levels, reasonably incurred or imposed upon him in connection with any action, suit or proceeding in which he becomes involved by reason of his being or having been a Director or officer of the Corporation. The foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred.

1. To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, such Director or officer shall have an automatic right of indemnity under this Article.

2. In all cases other than those set forth in the foregoing paragraph (d)(1), indemnification of a Director or officer shall be only upon a determination that such indemnification is proper in the circumstances as the Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, indemnification shall be had only upon the additional determination that such director officer had no reasonable cause to believe his conduct was unlawful.

3. In the event any such action, suit or proceeding is resolved by settlement, the indemnification provided for in this Article shall not be automatic and shall apply only when such settlement has been properly approved and a determination as set forth in foregoing paragraph (d)(2) has been made.

4. No indemnification shall be made in respect of any claim, issue or matter as to which Director or officer shall or has been adjudged to be liable for negligence or misconduct in performance of his duty to the Corporation unless, and only to the extent, that the Court in which such action or suit was brought shall determine upon application that despite adjudication of liability, but in view of all circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnify for such expenses which the Court shall deem proper. No indemnification shall be made in respect of any claim, issue or matter as to which a Director or officer shall have admitted to liability for negligence or misconduct in performance of his duty to the Corporation.

5. The determination required under Paragraph (d)(2) above shall be made:

(I) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding;

(ii) If such quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs by independent legal counsel in written opinion; or

(iii) By the shareholders, by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

6. The foregoing right of indemnification provided in this Article shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer of the Corporation may be entitled under statute or common law or under any policy of insurance.

(e) Director may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders having the right to vote on any such amendment, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

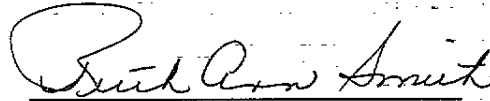
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 3rd day of December, 1999.



WILLARD D. DOVER

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of December, 1999, by **WILLARD D. DOVER**, the Subscriber to the said Articles of Incorporation.



Notary Public, State of Florida
Printed Name: Ruth Ann Smith
My Commission Expires: _____



Ruth Ann Smith
MY COMMISSION # CC719524 EXPIRES
June 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



WILLARD D. DOVER, Resident Agent

FILED
99 DEC -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA