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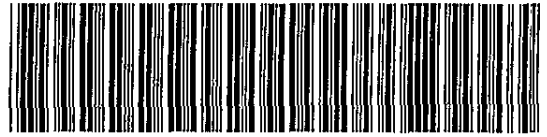
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
02 NOV 25 PM 1:54

BAE 11/26

TROY G. AVERA, JR., P.A.
ATTORNEY AT LAW
Member Florida Bar

Office Address:
8563 Southwest 113th Court
Miami, Florida

(305) 956-5584
(305) 412-0783 Fax

Mailing Address:
P. O. Box 830395
Miami, FL 33283

November 19, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: AVERA-CLARKE HOUSE, INC.; FILING ARTICLE OF INCORPORATION

Dear Sir,

Enclosed is the original and two copies of the Articles of Incorporation for the above referenced corporation, and a copy of your letter. I believe that the documents are in order for filing.

You still have possession of the check for \$78.75 for the filing fees for filing the corporation documents which was forwarded with the original filing. In case that you do not have the original check another check for \$78.75 is enclosed, if it is not needed please return it along with the copy of the date stamped Articles of Incorporation.

Please file the Articles and return to my office, a date stamped copy of the Articles and Certificate of Incorporation with the enclosed pre-addressed FedEx air-bill and FedEx envelope.

If you have any questions, please contact me immediately.

Thank you for your assistance in this matter.

Sincerely,


Troy G. Ayera, Jr.

TGA/gbg
Enclosures
cc: Client



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 14, 2002

TROY G. AVERA, JR., P.A.
P.O. BOX 830395
MIAMI, FL 33283

SUBJECT: AVERA-CLARKE HOUSE, INC.
Ref. Number: W02000032521

We have received your document for AVERA-CLARKE HOUSE, INC. 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 registered agent and street address must be consistent wherever it appears in your document.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 702A00061760

ARTICLES OF INCORPORATION
OF
AVERA-CLARKE HOUSE, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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THE UNDERSIGNED, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

AVERA-CLARKE HOUSE, INC.

ARTICLE II - Business Address

The initial street address of the principal office of the corporation shall be:

580 West Washington Street
Monticello, Florida 32344

ARTICLE III - Business Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to operation of Bed & Breakfast, liquor, wine and beer sales, food and beverage sales, catering, entertainment and cargo bonding, clearance, handling and clearance, bonded warehouse, U.S. Customs Broker, and U.S. Customs Brokerage.

ARTICLE IV - Authorized Shares

The corporation is initially authorized to issue TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) dollar per share. The maximum number of shares

authorized to be issued and outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) Dollar per share. The corporation will initially issue TWO THOUSAND (2,000) shares of common stock. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - Existence

The corporation is to commence its corporate existence on the date these Articles are filed as of record, with the Secretary of State. This corporation shall exist perpetually thereafter until dissolved according to law.

ARTICLE VI - Capital

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed

to such extent and by such persons as shall be provided by the shareholders.

The corporation shall have ONE (1) Director initially. The number of directors may thereafter be increased to a maximum of SIX (6) by corporate resolution as may be determined by the member(s) of the Board of Directors of the corporation at the time of the resolution.

ARTICLE VIII - Rights of Initial Directors

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE IX - Share Transfer Restrictions

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Troy G. Avera, Jr.	1,000
Gretchen B. Garren	1,000

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also

include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE X - Preemptive Rights

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and,

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XI - Incorporation and Initial Director

The name and street address of the initial director who shall hold office until successor(s)

who shall be chosen at the first meeting of the stockholders, who have qualified shall be:

NAME	ADDRESS
Troy G. Avera, Jr.	580 West Washington Street Monticello, Florida 32344

ARTICLE XII - Indemnification

The corporation shall indemnify any present or former officer(s) or director(s), or person(s) exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE XIII - Amendment of Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIV - Amendment of Articles

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XV - Incorporator

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

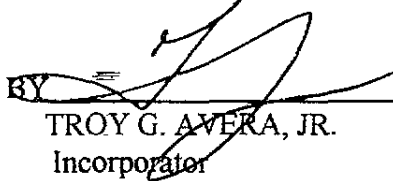
NAME	ADDRESS
Troy G. Avera, Jr.	580 West Washington Street Monticello, FL 32344

ARTICLE XVI- Registered Agent

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address, upon whom service of process may be made, is as follows:

NAME	RESIDENT ADDRESS
Troy G. Avera, Jr.	580 West Washington Street Monticello, FL 32344

IN WITNESS WHEREOF, the undersigned Troy G. Avera, Jr., being a natural person, competent to contract, has hereunto set his hand and seal, this 19th day of November, 2002.

BY  (SEAL)
TROY G. AVERA, JR.
Incorporator

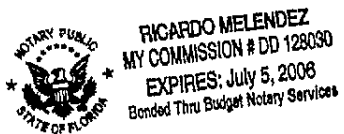
STATE OF FLORIDA)
COUNTY OF DADE)

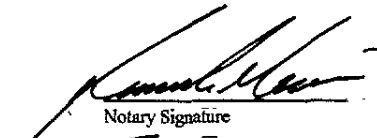
I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Troy G. Avera, Jr. known to me, who produce a Florida Driver's License, as identification, and in whose name the foregoing instrument was executed, he acknowledged executing the same freely and voluntarily for the purposes stated herein, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the county and State last aforesaid this 19 day of Nov., A.D. 2002.

NOTARY RUBBER STAMP SEAL

My Commission expires: 7/6/06




Notary Signature
RICARDO MELENDEZ
Print or Type Notary Name

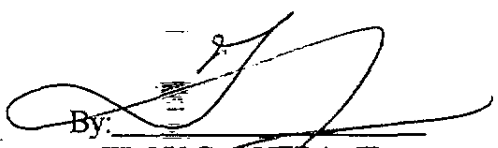
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN PURSUANCE OF, Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: **FIRST:** That AVERA-CLARKE HOUSE, INC., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Monticello, Jefferson County, State of Florida, and its initial registered office as indicated in the Articles of Incorporation located at 580 West Washington Street, Monticello, FL 32344, has named Troy G. Avera, Jr., as its registered agent to accept services of process within this State, at the address of its initial registered office.

ACKNOWLEDGMENT

Having named to accept services of process for AVERA-CLARKE HOUSE, INC., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
TROY G. AVERA, JR.
As Registered Agent