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(Address)

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(Business Entity Name)

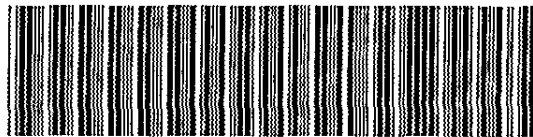
(Document Number)

Certified Copies _____ Certificates of Status _____

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Joseph Fisher **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT Art VII
DATE 12/9/02
DOC. EXAM RU



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12/05/02--01018--006 **70.00

02 DEC -5 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JOSEPH R. FISHER
607 ST. LUCIE CRESCENT 1-D
STUART, FL 34994
TEL (561) 463-0650 FAX (561) 463-0510

December 3, 2002

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

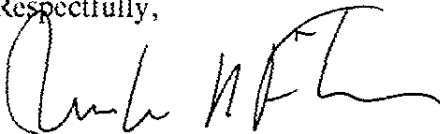
Gentlemen:

Enclosed are the original and one duplicate of the Articles of Incorporation of
ORCHID VILLAS, INC.

When these documents have been processed, please return them directly to
the address contained in the letterhead.

There is also enclosed a check in the amount of \$ 70.00 for your processing fees.

Respectfully,



Joseph R. Fisher

Accounting

Taxes

FILED

ARTICLES OF INCORPORATION 02 DEC -5 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF
ORCHID VILLAS, INC.

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.

ARTICLE I

NAME

The name of the Corporation shall be :

ORCHID VILLAS, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence unless dissolved by administrative action.

ARTICLE III

PURPOSE

This Corporation is organized to transact any business permitted by the laws of the State of Florida or the United States.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock, with no par or stated value. The consideration to be paid for these shares may be payable in money, property or services, at a just value determined by the Board of Directors at a meeting called for that purpose.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI

CAPITALIZATION

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their names:

Maricel B. Hinkulow	600 shares
Violet D. Downs	400 shares

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 5615 Oleander Avenue, Ft. Pierce, FL 34982 and the name of the initial registered agent of this Corporation is Maricel B. Hinkulow This is also the Principal office address.

INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director, initially. The number of directors may be increased from time to time but shall never be less than one. The name and address of the initial officers are:

Maricel B. Hinkulow	President/ Director
Violet D. Downs	Secretary/ Director

ARTICLE IX
INCORPORATOR

The name and address of the incorporator signing these Articles is:

Maricel B. Hinkulow
901 S. W. Lake Charles Circle
Port St. Lucie, FL 34986

IN WITNESS WHEREOF, the subscribing incorporator hereunto sets his hand and seal
this 24th day of November, 2002.

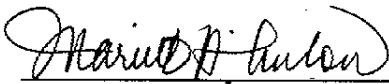
WITNESSES:

[Signature]

Maricel B. Hinkulow
[Signature]

ACCEPTANCE OF REGISTERED AGENT

I, having been named to accept service of process for the above named Corporation,
at the place designated in the Articles of Incorporation, hereby accept to act in this capacity
and agree to comply with the provisions of said Act relative to keeping open said office.



Maricel B. Hinkulow

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