

TRANSMITTAL LETTER

P99000110102

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

SUBJECT: DELPHI CORPORATION
(Proposed corporate name - must include suffix)

600003077736--5
-12/22/99--01037--017
*****87.50 *****87.50

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: JASON M. JOHNSTON
Name (Printed or typed)

605 DAKWOOD TRAIL
Address

CRAWFORDVILLE, FL 32327
City, State & Zip

(850) 566-0316
Daytime Telephone number

RECEIVED
99 DEC 22 AM 10:42
99 DEC 22 AM 10:53
APPROVED AND FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

T. SMITH DEC 22 1999

Articles of Incorporation

Preamble

In a person's daily course it becomes necessary to sustain a means which facilitates the continuation of our lives. The very foundation of every activity is laid upon that moral principle to which we owe some ounce of freedom, but which we are dually bound to serve most of our lives. We have long since secured our liberties from the political realm, and with this freedom we have matured. Now in order to continue to grow, it is time to move the campaign for happiness to the economic front. Due to the social nature of our being, our success is defined by the quality and quantity of time we spend with others, namely friends and family. In an age when life has pushed us to live for our loved ones and not along side our loved ones, **I file these Articles to establish Delphi Corporation.** May we once again be united; only then shall we have the blessings of happiness.

Article I

Board of Directors

Section 1

Responsibilities

A Board of Directors shall be vested with the duties of all forms of measure, regulation, stewardship, and authority of this corporation. These Principles shall be held in a body of By-laws. This board shall lead the corporation in accordance with the State of Florida under the United States of America, to which its origin is dutifully owed.

The Board of Directors shall be the judge of the Election, Returns and Qualification of its own members, and except in the case of Amending these Articles, a Majority shall constitute a Quorum to do Business. The Board of Directors may determine the Rules of its Proceedings, Punish its Members for unacceptable Conduct, and with the Concurrence of two thirds, Expel a member.

The Board of Directors shall keep a Journal of its Proceedings, and shall publish the same, as is required or desired.

Section 2

Board Members

The Board of Directors shall be composed of seven (7) board members each of which shall be empowered with one Vote. Six (6) shall represent by vote in every Poll, and one (1), the Chair, shall vote only in the event of a tie.

No age restriction will be enacted by this corporation for qualification to sit on the board, nor will any rights, privileges or responsibilities as a member of the board be restricted due to age by any enactment of this corporation.

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TALLAHASSEE, FLORIDA

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Section 3
Measure of Judgment

In discharging all duties, a director may consider such factors as the director deems relevant, including the long-term prospects and interests of the corporation, the shareholders, employees, suppliers, and customers of the corporation or its subsidiaries. Directors are free to consider the ramification of any action or position on the social, economic, legal, or general welfare of the communities and society in which the corporation or its subsidiaries operate.

Article II
Officers

Section 1
Duties

Officers shall be responsible for the routine business of the corporation in accordance with the Principles established by the Board of Directors, and the laws of the State of Florida, and the United States of America.

Section 2
Officers

The office of President shall act as the secretary to the Board of Trustees. The President, also known as Chief Executive Officer (CEO), shall be responsible for the routine business of the entire Corporation.

All other Officers shall be established and maintained under the authority of the Board of Directors and recorded in the By-laws.

Section 2
Measure of Judgment

In discharging all duties, an Officer may consider such factors as the Officer deems relevant, including the long-term prospects and interests of the corporation, the shareholders, employees, suppliers, and customers of the corporation or its subsidiaries. Officers are free to consider the ramification of any action or position on the social, economic, legal, or general welfare of the communities and society in which the corporation or its subsidiaries operate.

Article III
Share Holders

All actions and positions taken by the members of the Board of Directors and Officers, not governed by the sovereign laws which the existence of this corporation is rooted, will be weighed by no higher body than the jurisdiction held by the shareholders, recognized here as holding these sovereign rights from their ownership of this corporation.

In the case that any action or inaction on part of the Board of Directors to execute the duties vested to them would require immediate action to prevent or reverse a emergency, a vote of two thirds of the Authorized Shares may invoke Emergency By-laws.

Article IV Amendments

Amending these Articles of Incorporation shall be vested to the Board of Directors. All amendments shall require two thirds vote. In Cases of a call for Amendments a Quorum shall consist of the entire Board of Directors.

Article V Shares

This corporation is authorized to maintain one-million (1,000,000) shares of stock outstanding at any one time.

Article VI General Business

Section 1 Principal Office

The principal place of business and the mailing address of this corporation shall be:

3402 Apalachee Parkway
Tallahassee, Florida 32311

Section 2 Registered Agent

The registered agent is Jeanne Michele Johnston and may be contacted at:

3402 Apalachee Parkway
Tallahassee, Florida 32311

Section 3 Incorporator

The incorporator's name is Jason Michael Johnston and may be found residing at:

605 Oakwood Trail
Crawfordville, Florida 32327

Article VII
Time of Incorporation

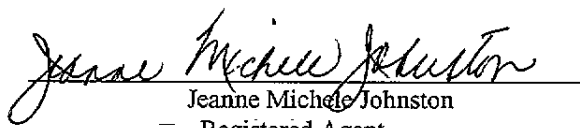
The effective Time of Incorporation shall be the first moment of January 1, 2000.

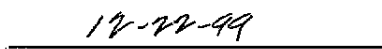
I, Jason M. Johnston, hereby endorse these Articles of Incorporation for the purpose of forming Delphi Corporation under the Florida Business Corporation Act.


Jason Michael Johnston
Incorporator


Date

Having been named as registered agent and to accept services of process for the Delphi Corporation at the place designated in this certificate, I hereby accept the appointment as register agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jeanne Michele Johnston
Registered Agent


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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