

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

3/3/00

CERTIFIED COPY

CUS

✓
PHOTO COPY

✓
FILING

Prof. +

1.) Delray Resources, Inc.
(CORPORATE NAME & DOCUMENT #)

100003154141--9

-03/02/00--01021--014

*****70.00 *****70.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

APPROVED
AND
FILED
00 MAR -2 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

RECEIVED
00 MAR -2 AM 9:38
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

SW
3/2

ARTICLES OF INCORPORATION

OF

DELRAY RESOURCES, INC.

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is DELRAY RESOURCES, INC.

SECOND: The principal office or mailing address of the Corporation is 526 N. Ocean Blvd., Delray Beach, FL 33483.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) each and are of the same class and are to be common shares.

FIFTH: The name and street address of the incorporator is as follows:

Jeffrey L. Greenberg
c/o Greenberg & Schilian, P.A.
1761 W. Hillsboro Blvd., Suite 201
Deerfield Beach, FL 33442

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 20 1980
MAR -2 AM 9:45

APPROVED
AND
FILED

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on February 28, 2000, in Broward County, State of Florida.

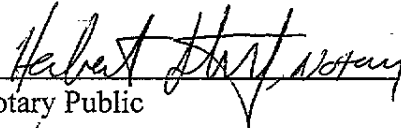

INCORPORATOR

STATE OF FLORIDA)
)ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of February, 2000, by Jeffrey L. Greenberg who is personally known to me or who has produced (type of identification) as identification and who did/did not take an oath.

OFFICIAL NOTARIAL SEAL:




Notary Public

Herbert Strelitz, Notary
(type, print, or stamp name)

My Commission Expires: 5/10/02

Commission No.: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is DELRAY RESOURCES, INC.
2. The name and address of the registered agent and office is:

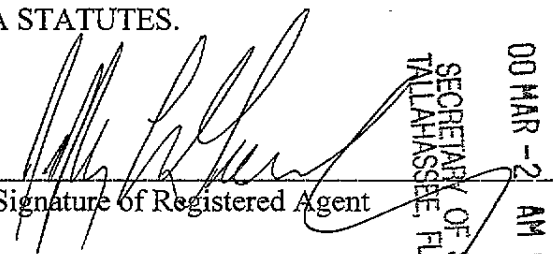
Jeffrey L. Greenberg, Esquire
Greenberg & Schilian, P.A.
1761 West Hillsboro Blvd., Suite 201
Deerfield Beach, FL 33442



Jeffrey L. Greenberg
INCORPORATOR

Date: February 28th, 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Signature of Registered Agent

Date: February __, 2000.

00 MAR -2 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED