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1858 Ascott Road
Juno Beach, Florida 33408-2205

March 29, 2000

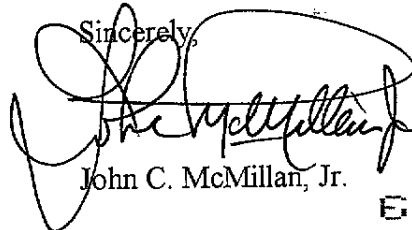
Department of State
State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

FILED
00 MAR 31 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Florida Division of Corporations:

Please find enclosed our Certificate of Incorporation, Minutes and By Laws of our proposed Corporation, Tortuga Investments South, Inc., for filing with the Department of State. Please find enclosed a check in the amount of \$78.75 for the filing fee and to receive a certified copy of the articles of incorporation.

If you have any questions, I can be reached at (561) 820-8711 Ex. 3008 during daytime hours. Thank you.

Sincerely,

John C. McMillan, Jr.

Enclosures

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ARTICLES OF INCORPORATION
OF
TORTUGA SOUTH INVESTMENTS, INC.

FILED
00 MAR 31 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a Corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the corporation shall be **TORTUGA SOUTH INVESTMENTS, INC.** The street address of the initial principal office of the Corporation shall be 1858 Ascott Road, Juno Beach, Florida 33408.

ARTICLE II

Shares

The Corporation is authorized to initially issue 1,000 shares of Common Stock with no nominal value or par value, and the Corporation will commence business with the issuance of a minimum of 100 shares of Common Stock. Without action by the stockholders, the shares of stock without par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares, so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE III

Start-Up Capital

The amount of capital with which the Corporation will begin business is not less than Five Hundred (\$500.00) Dollars, which said amount has been paid in.

ARTICLE IV

Life Limitation

The corporation shall have perpetual existence.

ARTICLE V

Incorporator

The name and address of the incorporator of the Corporation is John McMillan, 1858 Ascott Road, Juno Beach, Florida 33408.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation shall be 1858 Ascott Road, Juno Beach, Florida 33408 the name of the initial registered agent of the Corporation at that address shall be John McMillan.

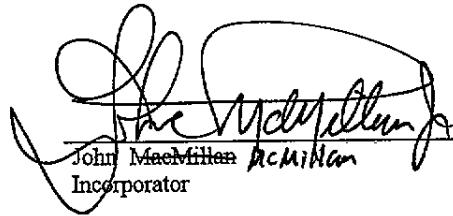
ARTICLE VII

Initial Directors

The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

John McMillan, residing at 1858 Ascott Road, Juno Beach, Florida 33408 and Jennifer McMillian, residing at 1858 Ascott road, Juno Beach, Florida 33408.

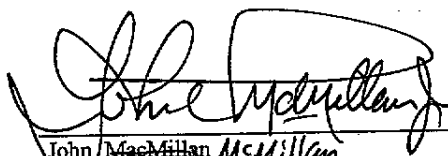
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22nd day of the year of 2000.


John McMillan
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been designated agent for **TORTUGA SOUTH INVESTMENTS, INC.** a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance on this 22nd day of the year of 2000.


John MacMillan
Registered Agent

FILED
00 MAR 31 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA