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To:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RHUMBAS, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
RHUMBAS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is RHUMBAS, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 per value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

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Prepared by:
Craig Wilson, Esq.
1201 U.S. Highway One, Ste. 415
North Palm Beach, FL 33408
(561) 626-6300
Fla. Bar No. 106486

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ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial Principal office of RHUMBAS, INC. is 1201 U.S. Highway One, Suite 415, North Palm Beach, FL 33408.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is CRAIG WILSON, 1201 U.S. Highway One, Suite 415, North Palm Beach, FL 33408.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

CRAIG WILSON 1201 U.S. Highway One, Suite 415
North Palm Beach, FL 33408

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

CRAIG WILSON 1201 U.S. Highway One, Suite 415
North Palm Beach, FL 33408

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 22nd day of June, 2000.

CRAIG WILSON

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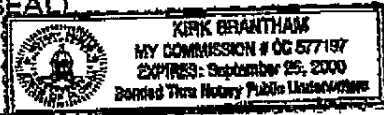
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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of Jan, 2000, by **CRAIG WILSON** who is personally known to me or who produced _____ as identification.

(N. P. SEAL)



Print or stamp name of notary public, commission number and date of expiration


Notary Public, State of Florida

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**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

RHUMBAS, INC. hereby appoints **CRAIG WILSON** to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.

CRAIG WILSON

DE

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TALLAHASSEE, FLORIDA

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