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TRANSMITTAL LETTER

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: A & S Ventures of St. Augustine, Inc.

(Proposed corporate name - must include suffix)

100003385291--3
-09/07/00--01052--007
*****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: RM Armstrong, c/o GE Andrews, Esq.
Name (Printed or typed)

26 Sanchez Avenue

Address

St. Augustine, FL 32084

City, State & Zip

(904) 826-0122

Daytime Telephone number

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

RM 9/11/00

ARTICLES OF INCORPORATION
Of
A & S Ventures of St. Augustine, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: A & S Ventures of St. Augustine, Inc.

ARTICLE II EFFECTIVE DATE

These Articles shall be effective September 7, 2000, or as soon thereafter as filed.

ARTICLE III PURPOSE

The corporation is organized for the purpose of conducting the businesses of real estate, teaching, media consultation, authorship, and any other lawful business.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
607 Mulligan Way, St. Augustine, Florida 32080

ARTICLE V SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is: one

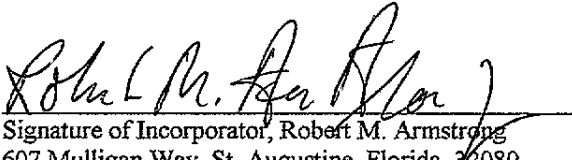
ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
Robert M. Armstrong, 607 Mulligan Way, St. Augustine, Florida 32080


ARTICLE VII INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

1. Robert M. Armstrong, 607 Mulligan Way, St. Augustine, Florida 32080
2. Barbara R. Stafford, 607 Mulligan Way, St. Augustine, Florida 32080

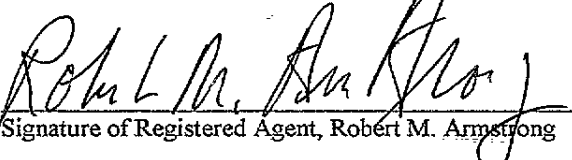

Signature of Incorporator, Robert M. Armstrong
607 Mulligan Way, St. Augustine, Florida 32080

9-6-00
Date


Signature of Incorporator, Barbara R. Stafford
607 Mulligan Way, St. Augustine, Florida 32080

9/6/00
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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.


Signature of Registered Agent, Robert M. Armstrong

9-6-00
Date