

LAW OFFICES
J. PATRICK FLOYD

REPLY TO:
408 LONG AVENUE
POST OFFICE DRAWER 950
PORT ST. JOE, FLORIDA 32457-0950
(850) 227-7413

20 AVENUE D, SUITE 208
POST OFFICE BUILDING
APALACHICOLA, FLORIDA 32320
(850) 653-2709

November 21, 2000

PO00000109461

EFFECTIVE DATE
11/21/00

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Incorporation
Torgan Lake, Inc.

300003474383--8
-11/22/00--01053--001
245.00 **78.75

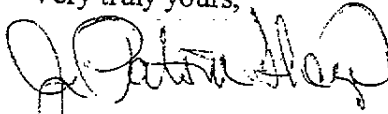
Articles of Incorporation
Second Life Enterprises, Inc.

Dear Ladies and Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation for Torgan Lake, Inc. and Articles of Incorporation for Second Life Enterprises, Inc., together with my check in the amount of \$245.00 to cover the filing fee. Please file the original Articles of Incorporations and return a certified copy to my office.

Thank you for your cooperation and assistance in this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,



J. Patrick Floyd

JPf/pb

Enclosure: as stated

FILED
00 NOV 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
11/28

EFFECTIVE DATE
11/21/00

00 NOV 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
SECOND LIFE ENTERPRISES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is SECOND LIFE ENTERPRISES, INC.

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having a par value of One Hundred Dollars (\$100.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL BUSINESS OFFICE

The initial business of the above named corporation shall be at the following address:

2267 Highway 98 East
Carrabelle, Florida 32322

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2267 Highway 98 East, Carrabelle, Florida 32322 and the name of the initial registered agent at that address is Richard W. Krause.

ARTICLE VI - DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one nor more than seven (7).

ARTICLE VII - INITIAL DIRECTORS

The name and address of the initial directors who shall hold office until his successor or successors is elected and has qualified, is:

NAME

ADDRESS

Richard W. Krause

2267 Highway 98 East
Carrabelle, FL 32322

Patricia B. Franzen

2267 Highway 98 East
Carrabelle, FL 32322

ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators of these Articles of Incorporation, is as follows:

NAME

ADDRESS

Richard W. Krause

2267 Highway 98 East
Carrabelle, FL 32322

Patricia B. Franzen

2267 Highway 98 East
Carrabelle, FL 32322

ARTICLE IX - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation.

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or officer.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XIV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or issuance of any new stock of this corporation shall have the right to purchase or acquire his prorata share thereof at the price or upon the condition at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21st day of November, 2000.


RICHARD W. KRAUSE

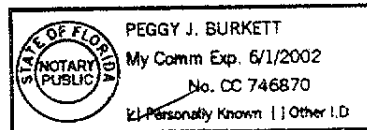

PATRICIA B. FRANZEN

STATE OF FLORIDA
COUNTY OF GULF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD W. KRAUSE and PATRICIA B. FRANZEN, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of November, 2000.


NOTARY PUBLIC, STATE OF FLORIDA



IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, that SECOND LIFE ENTERPRISES, INC., desiring to
organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of
Incorporation, at the City of Apalachicola, County of Franklin,
State of Florida, has named Richard W. Krause, 2267 Highway 98
East, Carrabelle, Florida 32322 as its agent to accept service
of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation, at place designated in this
Certificate, I HEREBY ACCEPT to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.

By: Richard W. Krause

RICHARD W. KRAUSE

FILED
00 NOV 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA