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IN REPLY ADDRESS FIRM AT

Crestview

November 7, 2000

600003462996-18
-11/14/00-01055-006
*****78.75 *****78.75

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32399-0810

RE: Luna Nuova, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 AM 11:30

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of Luna Nuova, Inc., to be filed. Also enclosed is our check in the amount of \$78.75, representing \$70.00, filing fee and \$8.75 for a certified copy.

Thank yo for your usual courtesy in this matter.

With kind personal regards, I remain,

Very truly yours,

2555
W000-27285


Dixie D. Powell

DDP:cr
Enclosures: as

eg 11/28/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 27 AM 11:30

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 16, 2000

DIXIE D. POWELL, ESQ.
POST OFFICE BOX 277
CRESTVIEW, FL 32536

SUBJECT: LUNA NUOVA, INC.
Ref. Number: W00000027285

We have received your document for LUNA NUOVA, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00059013

**ARTICLES OF INCORPORATION
OF
LUNA NUOVA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 AM 11:30

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

ARTICLE I.

NAME: The name of this corporation is **LUNA NUOVA, INC.** and the principal place of business shall be at 1263 N. Bayshore Drive, Valparaiso, Florida 32580.

ARTICLE II.

DURATION: The corporation shall exist perpetually.

ARTICLE III.

PURPOSE: The purpose or purposes for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

ARTICLE IV.

CAPITAL STOCK: The amount of capital stock authorized by the corporation shall be ten thousand (10,000) shares of common stock with a par value of One (\$1.00) Dollar per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

INITIAL CAPITAL: The amount of capital stock with which this corporation shall begin business shall not be less than Ten Thousand Dollars (\$10,000.00).

ARTICLE VI.

SHAREHOLDER'S RIGHTS: Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII.

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

INITIAL REGISTERED OFFICE: The street address of the initial office of this corporation in the State of Florida is 1263 N. Bayshore Drive, Valparaiso, Florida 32580. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE IX.

INITIAL REGISTERED AGENT: The initial registered agent of this corporation is **DIXIE D. POWELL, of POWELL, POWELL & POWELL, Attorneys at Law**, 422 North Main Street, Crestview, Florida 32536.

ARTICLE X.

INITIAL DIRECTORS AND OFFICERS: This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws.

The names and addresses of the initial Directors and Officers are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
Barbara G. Luna	1263 N. Bayshore Dr. Valparaiso, FL 32580	President/Sec./ Treas./Director
James Michael Luna	1263 N. Bayshore Dr. Valparaiso, FL 32580	Vice-President/ Director

ARTICLE XI.

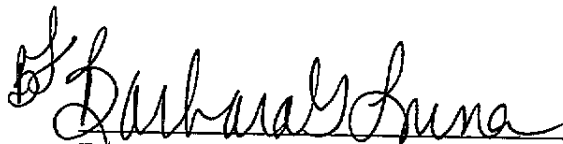
INCORPORATION: The name and address of the Incorporators signing these Articles of Incorporation is Barbara G. Luna and James Michael Luna, 1263 N. Bayshore Dr., Valparaiso, Florida 32580.

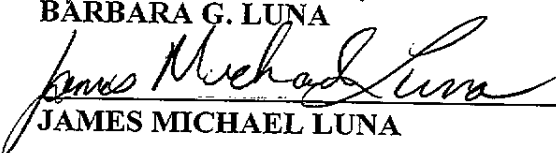
ARTICLE XII.

CUMULATIVE VOTING: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII.

AMENDMENTS: 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 shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.



BARBARA G. LUNA


JAMES MICHAEL LUNA

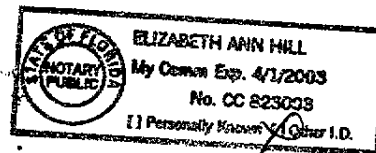
STATE OF FLORIDA,

COUNTY OF OKALOOSA,

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **BARBARA G. LUNA** and **JAMES MICHAEL LUNA**, to me known to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this the 19th day of October, 2000.

Elizabeth Ann Hill
Notary Public
My Commission Expires: 4/1/2003
Florida Drivers License



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 27 AM 11:30

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **LUNA NUOVA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1263 N. Bayshore Point, Valparaiso, Florida 32580, has named **DIXIE D. POWELL of POWELL, POWELL & POWELL, Attorneys at Law**, located at 422 North Main Street, Crestview, Florida 32536, as its agent to accept service of process within Florida.

Dated this 19th day of October, 2000.


BARBARA G. LUNA


JAMES MICHAEL LUNA

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, **DIXIE D. POWELL**, hereby accepts to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper performance of my duties.


DIXIE D. POWELL