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TALLAHASSEE FL 01089-008
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Lighthouse Group International Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
LIGHTHOUSE GROUP INTERNATIONAL CORPORATION

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **LIGHTHOUSE GROUP INTERNATIONAL CORPORATION.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 75,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 14315 SW 158 Street, Miami, Florida 33177, and the name of the initial Registered Agent for the corporation at that address is Juan Malouf.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance. **NO OFFICER OR DIRECTOR OF THE CORPORATION MAY INCUR ANY LIABILITY FOR THE CORPORATION OR TRANSFER ANY ASSETS OF THE CORPORATION WITHOUT THE WRITTEN AUTHORIZATION OF THE SECRETARY OF THE CORPORATION. NO DIRECTOR OR OFFICER OF THE CORPORATION HAS ANY AUTHORITY TO EXECUTE ANY DOCUMENTS WHICH MAY CREATE A LIABILITY FOR THE CORPORATION WITHOUT THE EXPRESS WRITTEN CONSENT OF THE SECRETARY OF THE CORPORATION.**

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Secretary/Director:	Juan Malouf 14315 SW 158 th Street Miami, Florida 33177
Chairman of the Board/Director:	Gladney Joseph Lemoine, Jr. 5935 West 92 nd Drive Westminster, Colorado 80031
Director:	Stephen White 14315 SW 158 th Street Miami, Florida 33177
Director:	Ron Wexler 14315 SW 158 th Street Miami, Florida 33177
Director:	Leon des Moineaux 14315 SW 158 th Street Miami, Florida 33177
Director:	Doug Higgins 14315 SW 158 th Street Miami, Florida 33177
Director:	Lydia Berizzi 14315 SW 158 th Street Miami, Florida 33177
Director:	Rich Sims 14315 SW 158 th Street Miami, Florida 33177

Director: Diane Lemoine
14315 SW 158th Street
Miami, Florida 33177

Director: Norm Wilson
14315 SW 158th Street
Miami, Florida 33177

Director: Alan Boyd
14315 SW 158th Street
Miami, Florida 33177

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Juan Malouf
14315 SW 158th Street
Miami, Florida 33177

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7 day of December, 2000.

Incorporator:



Juan Malouf


DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at Miami, Florida 33145, has named Juan Malouf whose address is 14315 SW 158th Street, Miami, Florida 33177, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



Juan Malouf

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