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Florida Department of State

Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE

01-02-01

From: Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : T19990000260
Phone : (904) 739-9747
Fax Number : (904) 739-9748

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FLORIDA PROFIT CORPORATION OR P.A.

Clarke Resources, Inc.

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ARTICLES OF INCORPORATION

OF

CLARKE RESOURCES, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Clarke Resources, Inc.. The principal office and mailing address is 1160 NW CR 341, Bell, Florida, 32619. The corporation shall be effective January 2, 2001.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32257, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The

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number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Charles O. Clarke 1160 NW CR 341
Bell, Florida, 32619

Lorraine F. Clarke 1160 NW CR 341
Bell, Florida, 32619

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

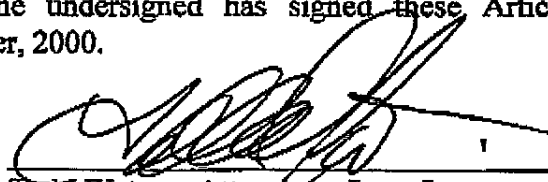
The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law 7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 1st day of December, 2000.


Todd Watson, Attorney at Law, Incorporator

STATE OF FLORIDA
COUNTY OF LEVY

The foregoing instrument was acknowledged before me this 1st day of December, 2000, by Todd Watson, Attorney at Law, on behalf of the Corporation. He is personally known to me or has produced personally known as identification.


Signature of Notary Public

Notary's Seal:

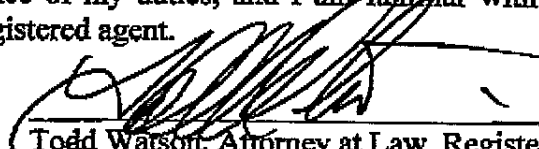


Alice V. Cassaria
MY COMMISSION # C0607407 EXPIRES
March 24, 2001
BONDED TO THE STATE OF FLORIDA
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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Todd Watson, Attorney at Law, Registered Agent

Date: December 1, 2000.

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