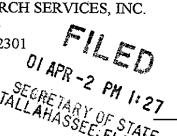
UCC FILING & SEARCH SERVICES, INC.

526 East Park Avenue Tallahassee, Florida 32301 (850) 681-6528



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ARTICLES OF INCORPORATION

OF

LION VENTURES, INC.



ARTICLE I

NAME

The name of this corporation is LION VENTURES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 16408 Millan De Avila, Tampa, FL 33613.

ARTICLE III

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of April 1, 2001.

ARTICLE IV

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Holger D. Gleim, 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of \$ 607.0501, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors imitially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are John B. West and Micheal K. West, 16408 Millan De Avila, Tampa, Florida 33613.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Holger D. Gleim, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 30th day of March, 2001.

HOLGER D GLEIM

INCORPORATOR

150374

