

TRANSMITTAL LETTER
PO1 000037314

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Vilano Ventures, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400003923894--0
-03/28/01--01058--002
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate of Status
 - \$78.75 Filing Fee & Certified Copy
 - \$87.50 Filing Fee, Certified Copy & Certificate of Status
- ADDITIONAL COPY REQUIRED**

FROM: John M. Thompson
Name (Printed or typed)

144 Sherwood Ave
Address

St. Augustine, FL 32085
City, State & Zip

904-810-5736
Daytime Telephone number

*no answer
3 attempts*

01 APR 12 PM 2:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

*Wol-7316
JG 4/1*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 2001

JOHN M. THOMPSON
144 SHERWOOD AVE.
ST. AUGUSTINE, FL 32085

SUBJECT: VILANO VENTURES, INC.
Ref. Number: W01000007316

We have received your document for VILANO VENTURES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 501A00019458

**ARTICLES OF INCORPORATION
OF
VILANO VENTURES I, INC.**

01 APR 12 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation shall be Vilano Ventures I, Inc. The street address of the Corporation is : 144 Sherwood Avenue, St. Augustine, Florida 32085.

ARTICLE II
Term of Existence

This Corporation shall have a perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

The Corporation shall have power:

(a) To have a perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(I) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k)To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l)To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m)To make donations for the public welfare or for charitable, scientific or educational purposes.

(n)To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o)To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p)To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q)To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r)To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 50,000 shares of \$1.00 per share PAR VALUE, par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The initial Registered Agent and initial Registered Office of this Corporation is:

John M. Thompson
144 Sherwood Avenue
St. Augustine, Florida 32085

ARTICLE VII

Board of Directors

This Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1).

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles and serving as the sole incorporator is:

John M. Thompson
144 Sherwood Avenue
St. Augustine, Florida 32085

ARTICLE IX

Bylaws

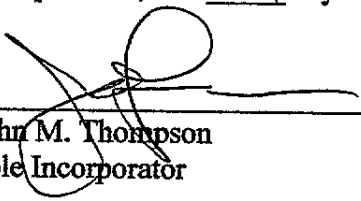
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of
Incorporation, this 21st day of March, 2001.



John M. Thompson
Sole Incorporator

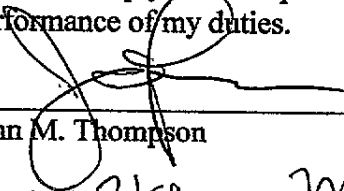
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 12 PM 2:12

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within
Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.



John M. Thompson

Dated this 21st day of March, 2001.