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May 2, 2001

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6237
TALLAHASSEE, FL 32314

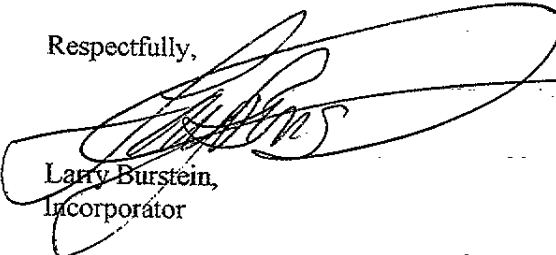
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***122.50 ***78.75

RE: LOKA VENTURES

Please find enclosed a check in the amount of \$122.50 for filing fees, registered agent fee, and certified copy of Articles of Incorporation for the above-referenced Florida Corporation. Also enclosed are the original Articles of Incorporation for LOKA VENTURES, INC., a Florida Corporation.

Please advise when the Articles have been filed.

Respectfully,


Larry Burstein,
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY -7 AM 8:35

FILED

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ARTICLES OF INCORPORATION

FILED
01 MAY -7 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be LOKA VENTURES, INC.
a Florida Corporation.

ARTICLE II - PURPOSE

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

ARTICLES III - POWERS

This Corporation shall have all of the powers enumerated in the
"Florida General Corporation Act", (Chapter 607,
Florida Statutes).

Said corporation shall further have powers:

- To have perpetual succession by its corporate name;

- 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
other manner reproduced;

- 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 stipulated;

- 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;

- To lend money, and use its credit to assist, its officers and employees in
accordance with Florida Statute S607.141;

- 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, share of 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 of any other government, state, territory, governmental district,
or municipality or of any instrumentality thereof;

- To make contracts and guarantees 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;

ARTICLES OF INCORPORATION

LOKA VENTURES, INC.

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

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Article of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which this Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To indemnify any person who by reason of the fact that he is or was a officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share. Unless otherwise stated in these articles, or in an amendment of these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - PREEMPTIVE RIGHTS

The holder of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be affixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from the time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such the shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLES OF INCORPORATION

LOKA VENTURES, INC.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

4745 Maid Marian Lane
Sarasota, FL 34232-2632

and the name of the initial registered agent of this Corporation at that address is:

Larry Burstein

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one directors initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name of the initial director of this Corporation is:

Larry Burstein

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Larry Burstein
4745 Maid Marian Lane
Sarasota, FL 34232-2632

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this corporation will be as follows:

4745 Maid Marian Lane
Sarasota, FL 34232-2632

ARTICLE X - AMENDMENT

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

ARTICLES OF INCORPORATION

LOKA VENTURES, INC.

ARTICLE XI - OFFICERS

The initial officer of this Corporation is as follows:

PRESIDENT Larry Burstein
VICE PRESIDENT Larry Burstein

SECRETARY Larry Burstein
TREASURER Larry Burstein

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on _____ and
continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE

ARTICLES OF INCORPORATION ON THIS 4 May 2001 DAY OF

May, 2001.


LARRY BURSTEIN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF Sarasota

In my presence on MAY 4, 2001 appeared Larry Burstein
known to be the person described as the Incorporator, who executed the foregoing
Articles of Incorporation, and said person did acknowledge subscribing to the
same.


NOTARY PUBLIC

Driver's license provided for
identification.




ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT FOR

LOKA VENTURES, INC.

Having been named to accept service of process for the above named Corporation,
at the place designated in the Corporation's Articles of Incorporation, I hereby
acknowledge and accept the appointment and 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.

DATED: 5/4/01


Larry Burstein
Registered Agent for
LOKA VENTURES, INC.

FILED
01 MAY -7 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA