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J. HARRIS RHYNE

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May 15, 2001

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of LATHINGHOUSE ENTERPRISES, INC.

Gentlemen:

The documents listed below are forwarded to you with this letter. Please file these documents and process them as needed and return to us one certified copy to our office at 701 8th Avenue West, Palmetto, Florida 34221.

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*****78.75 *****78.75

The enclosed documents are as follows:

1. Original Articles of Lathinghouse Enterprises, Inc.
2. One copy of the Articles of Incorporation for, Lathinghouse Enterprises, Inc.
3. Certificate designating a registered agent.

The filing fees and charges are as follows and a check enclosed:

Filing fee for original Articles	\$ 35.00
Cert. copy	\$ 8.75
Filing resident agent form	\$ 35.00

TOTAL \$ 78.75

Sincerely,

J. HARRIS RHYNE

JHR/drz
enclosures

C:\CORP\LATHINGH.USE

01 MAY 18 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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ARTICLE OF INCORPORATION
OF
LATHINGHOUSE ENTERPRISES, INC.

FILED
01 MAY 18 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - NAME

The name of the corporation is: LATHINGHOUSE ENTERPRISES, INC.

ARTICLE TWO - DURATION

The period of duration of the corporation is perpetual.

ARTICLE THREE - PURPOSE

The corporation may transact and engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is sixty (60), all of which shall be common shares without par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2702 39th Street West, Bradenton, Florida 34205, and the name of the initial registered agent at such address is SHARON LATHINGHOUSE.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

SHARON LATHINGHOUSE, 2702 39th Street West, Bradenton, Florida 34205.

ARTICLE EIGHT - INCORPORATORS

The names and addresses of the incorporator(s) signing these articles are:

SHARON LATHINGHOUSE, 2702 39th Street West, Bradenton, Florida
34205.

ARTICLE NINE- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any
former officer of director, to the full extent permitted my law.

ARTICLE TEN - AMENDMENT

This corporation reserves the rights to amend or repeal any
provision contained in these Articles of Incorporation, or any
amendment hereto, by a majority vote of the Board of Directors, and
any right conferred upon the shareholders is subject to this
reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation on the 15th day of May, 2001.

Sharon Lathinghouse
SHARON LATHINGHOUSE
Incorporator

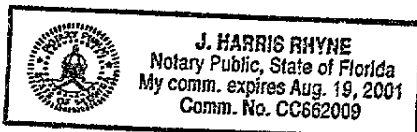
STATE OF FLORIDA
COUNTY OF MANATEE

On this 15th day of May, 2001, before me, the undersigned
officer, personally appeared SHARON LATHINGHOUSE, known to me to be
the person whose name is subscribed to the within instrument, and
acknowledged that she executed the same for the purpose therein
contained, and an Oath was not taken. (Check one:)

[] Said person(s) is/are personally known to me. [X] Said
person(s) provided the following type of identification:

FLA DB LSC L353-795-46-7410

NOTARY RUBBER STAMP SEAL



NOTARY PUBLIC J. HARRIS RHYME

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
01 MAY 18 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091, 2nd 607/034 FLORIDA STATUTES:

LATHINGHOUSE ENTERPRISES, INC., a corporation organizing under the Laws of the State of Florida, with its principal office at 2702 39th Street West, Bradenton, Florida 34205, being in MANATEE County, Florida, has named SHARON LATHINGHOUSE, as its registered agent to accept service of process within this state. The registered office is located at 2702 39th Street West, Bradenton, Florida 34205.

OFFICERS	TITLE	SPECIFIC ADDRESS
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SHARON LATHINGHOUSE:	President	2702 39th Street West, Bradenton, Florida, 34205.
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SHARON LATHINGHOUSE:	Vice President	
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SHARON LATHINGHOUSE:	Secretary	
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SHARON LATHINGHOUSE:	Treasurer	
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DIRECTOR: SHARON LATHINGHOUSE,	2702 39th Street West, Bradenton, Florida, 34205.
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Dated May 15, 2001

By: Sharon Lathinghouse
SHARON LATHINGHOUSE
Officer

ACCEPTANCE:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 707.325 Florida Statutes.

Dated May 15, 2001

Sharon Lathinghouse
Resident Agent