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FILED
01 JUN -8 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REAL PROPERTY
PROBATE

June 6, 2001

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Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

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-06/08/01--01020--005
*****70.00 *****70.00

Re: Digger Capital Management, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation which are forwarded to you for filing with the State of Florida. Please file same and forward a stamped copy and letter issuing a Division of Corporations document number.

I have enclosed my firm check in the amount of \$70.00 for your fee. Thank you for your kind attention to this matter.

Very sincerely,
Lawrence J. Bernard
Lawrence J. Bernard

LJB:jlrm

Enclosures

**ARTICLES OF INCORPORATION
OF
DIGGER CAPITAL MANAGEMENT, INC., a Florida corporation**

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01 JUN -8 PM 5:05
SECRETARY OF STATE
JACKSONVILLE, FLORIDA

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be: DIGGER CAPITAL MANAGEMENT, INC., a Florida corporation. The address of the principal office of the corporation is 3691 Cathedral Oaks Place S., Jacksonville, Florida 32217.

**ARTICLE TWO
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE THREE
DURATION**

The term for which this corporation shall exist shall be perpetual commencing on the date these Articles are filed with the Secretary of State.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE
INCORPORATORS**

The name and address of the person(s) signing these Articles is:

Scott Balotin
3691 Cathedral Oaks Place S.
Jacksonville, Florida 32217

ARTICLE SIX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Scott Balotin	100 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3691 Cathedral Oaks Place S., Jacksonville, Florida 32217, and the name of the initial registered agent of this

corporation at this address is Scott Balotin.

ARTICLE TEN
INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director(s) of this corporation is:

Scott Balotin
3691 Cathedral Oaks Place S.
Jacksonville, Florida 32217

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President/Secretary/Treasurer

Scott Balotin
3691 Cathedral Oaks Place S.
Jacksonville, Florida 32217

ARTICLE TWELVE
SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

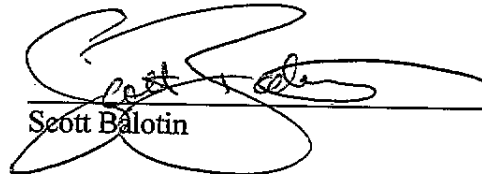
ARTICLE THIRTEEN
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN
AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

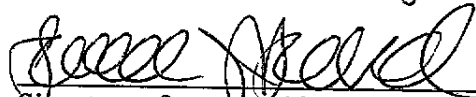
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of Nov, 2001.



Scott Balotin

STATE OF FLORIDA
COUNTY OF DUVAL

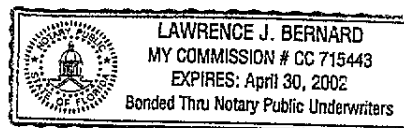
The foregoing instrument was sworn to and subscribed before me this 30th day of Nov, 2001, by Scott Balotin, who has produced personally known as identification.



Signature of person taking acknowledgment

LAWRENCE J. BERNARD

Printed name of person taking acknowledgment

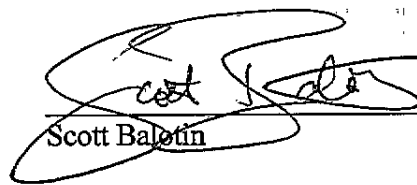


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that DIGGER CAPITAL MANAGEMENT, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Scott Balotin, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.


Scott Balotin

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TALLAHASSEE, FLORIDA