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PARKER & ASSOCIATES, P. A.
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

THEODORE PARKER, ESQ.
EMAIL: TPARKERSRQ@AOL.COM

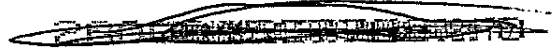
2033 MAIN STREET
SUITE 106
SARASOTA, FLORIDA 34237

KATHY L. MORGAN
LEGAL ASSISTANT
EMAIL: KLM0866@AOL.COM

TELEPHONE: (941) 952-0600

FACSIMILE: (941) 952-0601

October 2, 2000



Department of State
Corporate Records Bureau
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

VIA: FedEx
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Claradon, Inc.

200004567762--0
-03/04/01--01086--024
****122.50 *****78.75

To whom it may concern,

Enclosed please find two originals of the proposed Articles of Incorporation for the above referenced corporation.

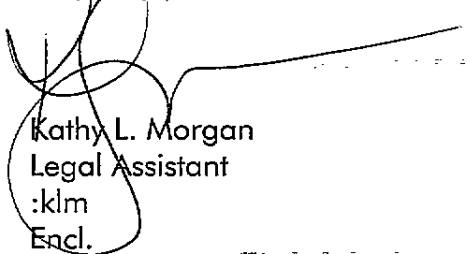
Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Kathy L. Morgan
Legal Assistant
:klm
Encl.

gj 9/10

**ARTICLES OF INCORPORATION
OF
CLARADON, INC.**

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is Claradon, Inc., and its initial principal office location and mailing address is 2033 Main Street, Suite 104, Sarasota, Florida 34237.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITALIZATION**

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

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address is the initial registered office of this corporation is 2033 Main Street, Suite 100, Sarasota, Florida 34237 and the name of the initial registered agent for this corporation at such address is Theodore Parker, Esq.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Directors constituting the initial Board of Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws; however, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the initial Board of Directors of the corporation are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

ADDRESS

Mary Kelly

2033 Main Street, Suite 104
Sarasota, Florida 34237

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Mary Kelly

2033 Main Street, Suite 104
Sarasota, Florida 34237

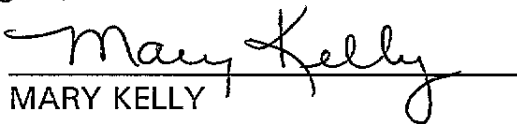
**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

**ARTICLE IX
AMENDMENT**

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors; provided any such amendment is not inconsistent with or does not contravene the provisions of the Florida Business Corporation Act (FS 607).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of August, 2001.

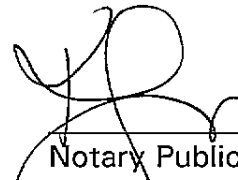


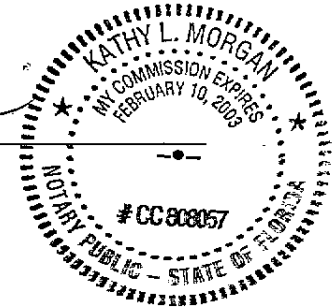
MARY KELLY

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments, in the state and county set forth above, personally appeared, Mary Kelly, who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation and who did not take an oath.

WITNESS my hand and official seal, in this state and county aforesaid this 29th day of August, 2001.


Notary Public



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF FS 607.0501, THE BELOW DESCRIBED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Claradon, Inc.
2. The name and address of the registered agent and office are:

Theodore Parker, Esq.
2033 Main Street
Suite 100
Sarasota, Florida 34237

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


THEODORE PARKER, ESQ.