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LAW OFFICES
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November 15, 2001

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*****70.00 *****70.00

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

RE: **BLUE EYES ENTERPRISES, INC.**

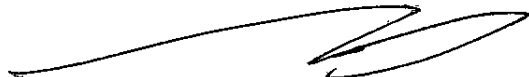
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-named corporation together with my check in the amount of \$70.00 representing the filing fee.

Please forward to this office a copy of the Articles of Incorporation after filing in the self-addressed stamped envelope provided.

If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Thomas J. Woolley, Jr.

TJW/ah

Enclosures

FILED
01 NOV 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/11/27

ARTICLES OF INCORPORATION
OF
BLUE EYES ENTERPRISES, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is BLUE EYES ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually commencing at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting all businesses which may be permitted under the laws of the State of Florida and approved by the Board of Directors.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares common stock at \$10.00 par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2600 NE 1st Lane, Building 5 #309, Boynton Beach, Florida 33435. The name of the initial registered agent of this corporation is JEAN R. SMITH. The principal office and/or mailing address of the corporation is 2600 NE 1st Lane, Building 5 #309, Boynton Beach, Florida 33435.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director.

The name and address of the initial directors of this corporation are:

Jean R. Smith
2600 NE 1st Lane, Bldg. 5 #309
Boynton Beach, FL 33435

Terry Lee Young
12375 Military Trail, Lot 171
Boynton Beach, FL 33436

ARTICLE VIII - INCORPORATOR

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

Jean R. Smith
2600 NE 1st Lane, Bldg. 5 #309
Boynton Beach, FL 33435

ARTICLE IX - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of November, 2001.


JEAN R. SMITH

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE 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 BLUE EYES ENTERPRISES, INC., desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boynton Beach, County of Palm Beach, has named Jean R. Smith, 2600 NE 1st Lane, Bldg. 5 #309, Boynton Beach, Florida 33435, 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 open said office.


JEAN R. SMITH

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County above, personally appeared JEAN R. SMITH known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that the Articles of Incorporation were executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14th day of November, 2001.


NOTARY PUBLIC - STATE OF FLORIDA



Charlotte M. Hamilton
MY COMMISSION # CC898016 EXPIRES
March 31, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
01 NOV 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA