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Mr. Randy Lacey
EXCALIBUR INDUSTRIES, INC.
101425 Overseas Highway
Suite 617
Key Largo, Florida 33037

FILED
02 FEB 21 AM 11:22
DEPT. OF STATE
TALLAHASSEE, FLORIDA

January 25, 2002

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

Florida Department of State
Corporation Division/New Filings
Post Office Box 6327
Tallahassee, Florida 32314

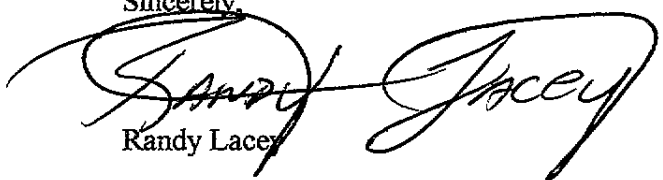
RE: Articles of Incorporation

Dear Sir/Madam:

I am enclosing herewith an original and one copy of the Articles of Incorporation for **Excalibur Industries, Inc.**, together with a check in the amount of \$78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning a copy to me as soon as possible. If you require anything further, please advise.

Sincerely,


Randy Lacey

Enclosure
/rl

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ARTICLES OF INCORPORATION
OF
EXCALIBUR INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Excalibur Industries, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 101425 Overseas Highway, Suite 617, Key Largo, Florida 33037.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 101425 Overseas Highway, Suite 617, Key Largo, Florida 33037. The name of the initial registered agent of this corporation is Randy Lacey.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial directors and officers of this corporation shall be as follows:

President and Director: Randy Lacey

ARTICLE VIII - RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

The names of the Incorporator and subscribers and the name of shares taken is as follows:

Incorporator: Randy Lacey 1000 shares

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the corporation may be transferred to the corporation, to other stockholders in the corporation or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and shall be subject to all terms and conditions or any shareholders agreement in effect at that time.

ARTICLE XII - CUMULATIVE VOTING

At each election of Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

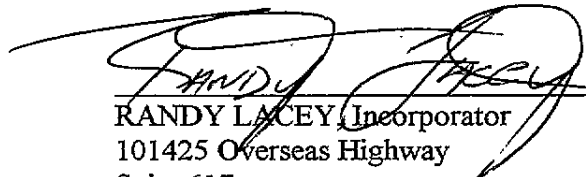
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of


shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this 19 day of February, 2002.


RANDY LACEY, Incorporator
101425 Overseas Highway
Suite 617
Key Largo, Florida 33037

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of February, 2002, by RANDY LACEY, President and Director of EXCALIBUR INDUSTRIES, INC., on behalf of the corporation, who is personally known to me or produced the following as identification: FLDL L200-737-59-188-0.




Notary Public - Signature

(SEAL)



Having been named as Registered Agent to accept service of process for Excalibur Industries, Inc. at 101425 Overseas Highway, Suite 617, Key Largo, Florida 33037, I 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.



RANDY LACEY, Registered Agent

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CLERK OF THE STATE
PALM BEACH COUNTY, FLORIDA