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NELLIE D. WALTER, E.A.*
POST OFFICE BOX 610
ORANGE SPRINGS, FL 32182
(352) 546-5542

April 20, 2002

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

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

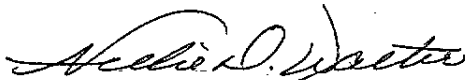
Dear Sirs:

Enclosed are two (2) copies of the Articles of Incorporation of Varnum Ventures, Inc.

Also enclosed is a check for \$78.75 to cover the filing fees, and cost of a certified copy of the articles. Please send the certified copy to me.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Nellie D. Walter, E.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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*Enrolled to Represent Taxpayers Before the Internal Revenue Service

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME OF CORPORATION

The name of this Corporation shall be: **Varnum Ventures, Inc.**

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to manufacture, purchase, or otherwise acquire, to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, fraternal benefit society, state fair or exposition.

In addition the Corporation shall have power:

- (1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;
- (2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
- (3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;
- (4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;
- (5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

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STATE OF FLORIDA
TALLAHASSEE
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ARTICLE III: CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is 10,00 shares of common stock .

ARTICLE IV: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VI: REGISTERED AGENT

The corporation has designated as its registered agent, Nellie D. Walter, whose street address is: 23201 NE 103 Ave., Orange Springs, FL, and whose mailing address is: PO Box 610, Orange Springs, FL 32182-0610.

ARTICLE VII: PRINCIPAL OFFICE

The principal office and the mailing address of the principal office of this corporation is: 11 SE 11th Ave., Apt. #4, Ocala, FL 34470.

ARTICLE VIII: DIRECTORS

This corporation shall have 1 (one) directors initially, the number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1) or more than five (5). The names and addresses of the initial Director(s) of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jason J. Varnum	11 SE 11 th Ave., Apt. #4 Ocala, FL 34470

ARTICLE IX: INCORPORATOR

The name and addresses of the Incorporator of this corporation is:

NAME

ADDRESS

Jason J. Varnum

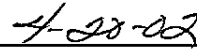
11 SE 11th Ave., Apt. #4
Ocala, FL 34470

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TALLAHASSEE, FLORIDA
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent



Date



Signature of Incorporator



Date