

Mark S. Matthews

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August 8, 2002

FILED
02 AUG 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of *Caleb Ventures, Inc.*

Dear Sir or Madam:

Enclosed please find Articles of Incorporation of *Caleb Ventures, Inc.* to be filed with the State of Florida for the purpose of forming a for profit corporation.

Enclosed is our firm check in the amount of \$78.75, which represents the filing fee for above referenced corporation.

If you have any questions or comments, please call my office.

Very truly yours,

Victoria Morris

Victoria Morris, CLA
Legal Assistant to Mark S. Matthews

lom/vm

Enclosures (as stated)

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

ARTICLES OF INCORPORATION
OF
CALEB VENTURES INC.

FILED
02 AUG 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming incorporated and forming a corporation under and by virtue of the laws of the State of Florida, certify as follows:

ARTICLE I.

The name of this corporation shall be: —

CALEB VENTURES, INC.
306 North Florida Avenue
Stuart, Florida 34994

ARTICLE II.

The general nature of the business to be transacted under these Articles of Incorporation shall be: To carry on any business or to engage in any activity which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be 100 shares of common stock of a value of \$1.00 per share, each to be exempt from assessment. —

ARTICLE IV.

The amount of capital with which the corporation shall begin business shall be \$100.00. —

ARTICLE V.

The street address of the initial registered office shall be 306 North Florida Avenue, Stuart, Florida 34997, and the name of the corporation's registered agent at such address shall be Mark S. Matthews, Esq.. The Board of Directors shall have the power to establish offices and the places of business at any place it may deem necessary or convenient. This corporation shall have perpetual existence.

ARTICLE VI.

The business of this corporation shall be managed by a Board of Directors of not less than one director nor more than seven, all of whom shall be of full age. At least one shall be a citizen of the United States.

ARTICLE VII.

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, and also who are the subscribers of these Articles are as follows:


Alan S. Burroughs
Diana Sykes
306 North Florida Avenue
Stuart, Florida 34997

ARTICLE VIII.

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer. The officers shall be elected by the Board of Directors. The Board of Directors meeting shall be held in the offices of the corporation at Stuart,

Florida, on the 10th day of August 2002, at 10:00 a.m., for the purposes of completing the organization of the corporation and adopting By-laws and transacting all business which may come before the meeting. Until the officers elected at the first annual meeting shall be qualified, the following named persons shall be officers of the corporation:

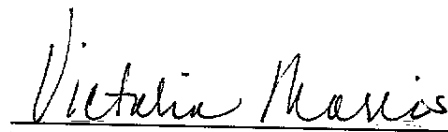
Alan S. Burroughs, President
Diana Sykes, Vice President
Alan S. Burroughs, Secretary
Alan S. Burroughs, Treasurer



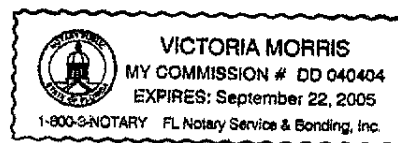
ALAN S. BURROUGHS
President

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 8 day of August, 2002, by *Alan S. Burroughs*, who is personally known to me.



Notary Public
My Commission Expires:



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

FILED
02 AUG 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First – that *CALEB VENTURES, INC.*, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Stuart, Martin County, State of Florida, has named Mark S. Matthews, Esq., 306 North Florida Avenue, Stuart, County of Martin, State of Florida, 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 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.

By: _____

MARK S. MATTHEWS, ESQ.
Registered Agent