

P02000090602

Buckeye Investment Group, Inc.
5125 Willow Leaf Drive
Sarasota, Florida 34241

FILED
02 AUG 19 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 16, 2002

Doris Brown
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000007243360--0
-08/21/02--01006--004
*****87.50 *****87.50

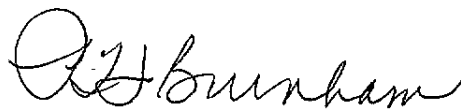
Re: Incorporation of Buckeye Investment Group, Inc.

Dear Ms. Brown

Enclosed please find the original and one copy of the Articles of Incorporation for Buckeye Investment Group, Inc. and our check for \$87.50. This should cover the filing fee and the return of a certified copy.

Please mail the return copy to the above-mentioned address. Should you have any questions, please call me at 941/ 923-1553. Thank you for your attention in this matter.

Sincerely yours,


Pamela H. Burnham

OB 8/13/02

**ARTICLES OF INCORPORATION
OF
BUCKEYE INVESTMENT GROUP, INC.**

FILED
02 AUG 19 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is **BUCKEYE INVESTMENT GROUP, INC.** and its principal office or mailing address is 5904 State Road 64 East, Bradenton, Florida 34208.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of the Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue the following shares of stock:

CLASS A VOTING COMMON

One Million (1,000,000) shares of Class A Voting Common Stock having no par value. This class of stock shall be voting stock and shall elect all members of the Board of Directors

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5125 Willow Leaf Drive, Sarasota, Florida 34241, and the name of the initial registered agent is Pamela H. Burnham.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name of the initial director of this Corporation is:

NAME

ADDRESS

Mike Mahaffey

5904 State Road 64 East
Bradenton, Florida 34208

ARTICLE 7: INCORPORATOR

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

NAME

ADDRESS

Pamela H. Burnham

5904 State Road 64 East
Bradenton, Florida 34208

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the Treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for the purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

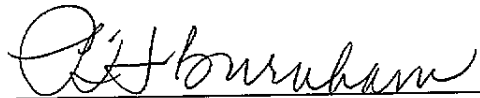
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

FILED
02 AUG 19 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this 16th day of August, 2002.

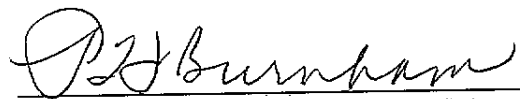

Pamela H. Burnham

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 16th day of August, 2002.


Pamela H. Burnham, Registered Agent