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(Requestor's Name)

(Address)

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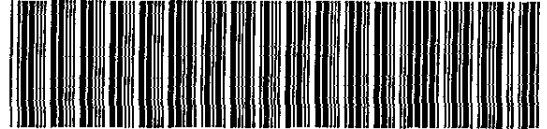
(Business Entity Name)

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ATTORNEYS AT LAW

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November 1, 2002

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* Board Certified Criminal Trial Lawyer

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

Re: Articles of Incorporation for
HUMBOLDT BAY ENTERPRISES, INC.

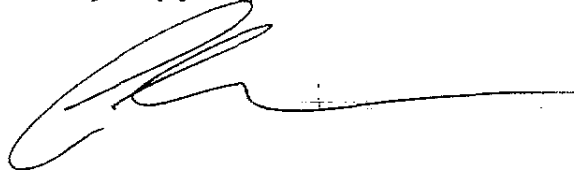
Dear Sir/Madam:

Enclosed please find two executed Articles of Incorporation for Humboldt Bay Enterprises, Inc. Please return a certified copy of said Articles to this office for forwarding to our client.

Also enclosed is a check in the amount of \$122.50 for the cost of the filing fee and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,



ERIC E. LUDIN

EEL/jeh
Enclosures as stated

cc: Andy Carlson

ARTICLES OF INCORPORATION
OF
HUMBOLDT BAY ENTERPRISES, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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ARTICLE I. NAME

The name of this corporation is **HUMBOLDT BAY ENTERPRISES, INC.**

ARTICLE II. CORPORATE ADDRESS

The principal place of business and mailing address of this Corporation shall be 6860 Gulfport Boulevard South, Unit #313, St. Petersburg, Florida 33707.

ARTICLE III - PURPOSE

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other states, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6860 Gulfport Boulevard South, Unit #313, St. Petersburg, Florida 33707, and the name of the initial Registered Agent of this corporation at that address is Andrew D. Carlson.

ARTICLE VI - DURATION

This corporation shall have perpetual existence, and shall become effective on the filing of these Articles of Incorporation.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

ANDREW D. CARLSON

6860 Gulfport Boulevard South
Unit #313
St. Petersburg, FL 33707

ARTICLE IX - INCORPORATORS

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

NAME

ADDRESS

ANDREW D. CARLSON

6860 Gulfport Boulevard South
Unit #313
St. Petersburg, FL 33707

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1 day of November, 2002.



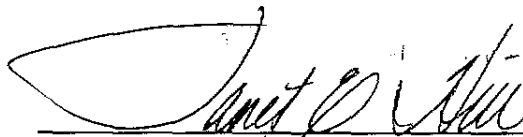
ANDREW D. CARLSON, "Incorporator"

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TALLAHASSEE, FLORIDA
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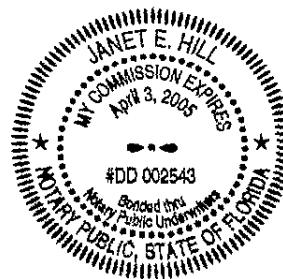
STATE OF FLORIDA)
 :
COUNTY OF PINELLAS)

Before me, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared **ANDREW D. CARLSON**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation for the uses and purposes described therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of November, 2002.



NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

ANDREW D. CARLSON, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



ANDREW D. CARLSON, "Registered Agent"