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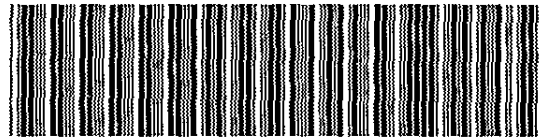
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/5

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November 27, 2002

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

Re: Arkover, Inc.

Dear Sir or Madam:

Enclosed for filing are the proposed Articles of Incorporation for Arkover, Inc., a Florida corporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fee. Please forward the certified copy to me at the address in this letterhead.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


John M. Dart

JMD/jlb
Enclosures

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**ARTICLES OF INCORPORATION
OF
ARKOVER, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the corporation is Arkover, Inc., and its mailing address is 4102 Cochise Terrace, Sarasota, Florida 34233.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE: The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK: The corporation is authorized to issue 1,000 shares of stock having a par value of \$.10 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 3628 Mineola Drive, Sarasota, Florida 34239, and the name of the initial registered agent of the corporation at that address is Bradly Allen Westover.

ARTICLE VI

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

<u>Name</u>	<u>Address</u>
Bradly Allen Westover	3628 Mineola Drive Sarasota, FL 34239

ARTICLE VII

CORPORATE EXISTENCE: This corporation shall commence its existence at the time of filing of these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

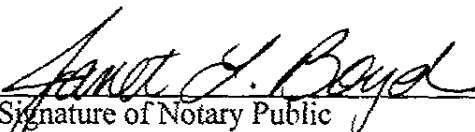
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 26 day of November, 2002.


BRADLY ALLEN WESTOVER

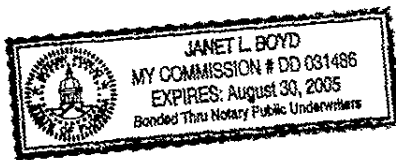
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th day of November, 2002, by Bradly Allen Westover, who is personally known to me or who produced FL Driver's License as identification.


Signature of Notary Public
Typed Name of Notary Public

My Commission Expires:



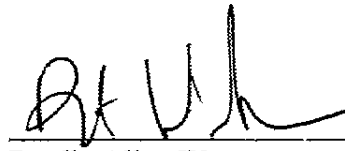
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ARKOVER, INC.
2. The name and address of the registered agent and office is:

Bradly Allen Westover
3628 Mineola Drive
Sarasota, Florida 34239

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Bradly Allen Westover

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TALLAHASSEE, FLORIDA