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(City/State/Zip/Phone #)

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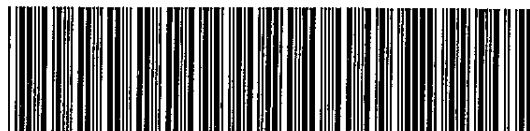
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/5

BARRY M. STEAGALL
ATTORNEY AND COUNSELLOR
AT
LAW
6500 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33707

TELEPHONE (727) 343-4511
FAX (727) 397-0122

ADMITTED - U.S. SUPREME COURT
ADMITTED - VIRGINIA BAR

November 22, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation
Freemont Street, Inc.

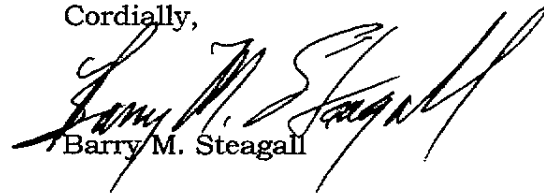
Dear Madam or Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for Freemont Street, Inc., both of which have been fully executed. We request that you file this proposed newly formed corporation. A check in the amount of \$78.75 is enclosed to cover the filing fees.

Please return the executed copy and certify same.

Your attention and cooperation are appreciated.

Cordially,


Barry M. Steagall

BMS/ks
Enclosures

ARTICLES OF INCORPORATION

OF

FREEMONT STREET, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber, natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME OF BUSINESS. The name of the proposed corporation shall be:
FREEMONT STREET, INC.

ARTICLE TWO

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is: To engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or executed by corporations organized for profit.

ARTICLE THREE

INITIAL CAPITAL. The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE FOUR

CAPITAL STOCK. The total number of shares of stock which this corporation shall have authority to issue is Five Hundred (500) shares of

common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

TERM OF EXISTENCE. This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE SIX

ADDRESS OF BUSINESS. The initial address of the principal office of the proposed corporation in the State of Florida shall be:

1105 Freemont Street South
Gulfport, Florida 33707

ARTICLE SEVEN

DIRECTORS. The number of directors of this corporation shall be one (1). The name and address of the director, who shall hold office for the first year of existence of the corporation or until his successor is elected or appointed and who has qualified is:

JOHN P. CELESTIAN
1105 Freemont Street South
Gulfport, Florida 33707

ARTICLE EIGHT

SUBSCRIBERS. The name and address of the subscriber of this corporation is:

JOHN P. CELESTIAN
1105 Freemont Street South
Gulfport, Florida 33707

ARTICLE NINE

REGISTERED AGENT AND REGISTERED OFFICE. FREEMONT STREET, INC. names and designates BARRY M. STEAGALL, as Registered Agent of the corporation and also establishes 6500 Central Avenue, St. Petersburg, Florida 33707, as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

ARTICLE TEN

RESIDENT AGENT. FREEMONT STREET, INC., with its principal place of business being located at 1105 Freemont Street South, Gulfport, Florida 33707, designates and establishes BARRY M. STEAGALL, of 6500 Central Avenue, St. Petersburg, Florida 33707, as its Resident Agent for the purposes of service of process within the State of Florida.

IN WITNESS WHEREOF, I, the undersigned subscriber to this instrument, Articles of Incorporation of FREEMONT STREET, INC., do place my hand and seal on this 25th day of November, 2002, at St. Petersburg, Pinellas County, Florida.

IN THE PRESENCE OF:

Records 1006
Barry M. Steagall


John P. Celestian
JOHN P. CELESTIAN

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME personally appeared JOHN P. CELESTIAN, well known to me to be the individual described as subscriber in the above and foregoing Articles of Incorporation, who, after being first duly sworn, deposes and acknowledges that he executed the same for the purposes set forth and that all information is true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal on this 25th day of November, 2002, at St. Petersburg, Pinellas County, Florida.

Personally Known K OR Produced Identification _____
Type of Identification Produced _____


Barry M. Steagall
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE
 Barry M. Steagall
Commission # CC 979475
Expires Oct. 16, 2004
Bonded Through
Atlantic Bonding Co., Inc.

Notary Name Printed or Stamped

ACCEPTANCE BY REGISTERED AGENT

I, BARRY M. STEAGALL, of 6500 Central Avenue, St. Petersburg,

Florida 33707, do hereby accept appointment as Registered Agent of
FREEMONT STREET, INC., together with the duties and responsibilities
attaching to such appointment.


BARRY M. STEAGALL

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

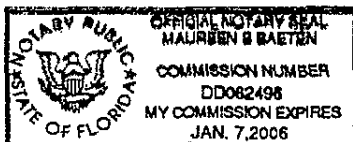
BEFORE ME, the undersigned, personally appeared BARRY M.
STEAGALL to me well known and known to be the person described in and
who executed the foregoing instrument and acknowledged to and before me
that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 25th day of November, 2002.

Personally Known ✓ OR Produced Identification

Type of Identification Produced


NOTARY PUBLIC STATE OF
FLORIDA AT LARGE



MAUREEN B. BAETEN
Notary Name Printed or Stamped