

DEC- 5-02 THU 11:30 AM

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

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Account Name : FILINGS, INC.
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02 DEC -5 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

EQUITABLE RESOURCES, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EQUITABLE RESOURCES, INC.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Equitable Resources, Inc.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Debt Restructuring;
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

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ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation Equitable Resources, Inc. is 4430 Inventory Blvd., Fort Lauderdale, FL 33319 and the name of the initial registered agent at such address is Shari N Hines, Esq.. The mailing address of the principal office of the corporation is 11780 SW 9th Court, Pembroke Pines, FL 33025

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

| NAME | ADDRESS |
|----------------------|--|
| Marie M. Cumberbatch | 11780 SW 9 th Court, Pembroke Pines, FL 33025 |

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

| NAME | ADDRESS |
|----------------------|--|
| Marie M. Cumberbatch | 11780 SW 9 th Court, Pembroke Pines, FL 33025 |

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of Incorporation, this 3rd day of December 2002.


Marie M. Cumberbatch

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared Marie M. Cumberbatch known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 3rd day of December, 2002.


NOTARY PUBLIC

My Commission Expires:



Short N Files
My Commission DD027245
Expires May 20, 2005

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

In compliance with Section 48.091, Florida Statutes, the following is submitted: Equitable Resources, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida, has named Shari N. Hines, Esq. located at 4430 Inverrary Blvd., Fort Lauderdale, FL 33319 as its agent to accept service of process within Florida.


Name: Marie M. Cumberbatch

Date: 12/3/02

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Name: Shari N. Hines, Esq.

Date: 12/3/02

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