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TALLAHASSEE, FLORIDA

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12-24-02  
[Signature]

The  
Rotbart Law  
Group, P.A.

105 East Palmetto Park Road, Boca Raton, Florida 33432  
Telephone: 561.338.0720 • Facsimile: 561.362.8512 • E-mail: alexesq@adelphia.net

December 19, 2002

**Via FedEx**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

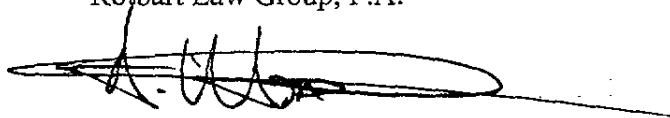
**RE: Articles of Incorporation for**  
**(1) Hickey-Maesel Investment Corporation**  
**(2) Luke's Landing, Inc.**

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation for both of the above referenced corporations, together with a two checks, each for \$78.75, representing the filing fees and certified copy fees for the corporations.

Should you have any questions, please call

Very truly yours,  
Rotbart Law Group, P.A.



By: Alexander B. Rotbart, Esq.  
ABR/dms  
Encl.

**ARTICLES OF INCORPORATION**  
**OF**  
**LUKE'S LANDING, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:*

**ARTICLE I - NAME**

The name of the corporation is: LUKE'S LANDING, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at Five (\$5.00) Dollars per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - INITIAL REGISTERED  
AGENT AND INITIAL REGISTERED OFFICE**

The Initial Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be The Rotbart Law Group, P.A., 105 East Palmetto Park Road, Boca Raton, Florida 33432. The Board of Directors may, from time to time, move the Initial Registered Office to any other address in Florida.

**ARTICLE VII - PRINCIPAL PLACE  
OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal office and, the mailing address of this Corporation shall be:

Principal office: 106 S.E. 2<sup>nd</sup> Street, Delray Beach, Florida 33444.

Mailing address: PO Box 4001, Boca Raton, Florida 33429.

The Board of Directors may, from time to time, move the Principal Office and/or mailing address to any other address in Florida.

**ARTICLE VIII - DIRECTORS**

This corporation shall have two (2) Director(s) initially. The number of directors may be increased or diminished from time to time through the By-Laws adopted by the stockholders, but shall never be less than two (2).

**ARTICLE IX - INITIAL DIRECTORS**

Director:	Shawn Maesel 106 SE 2 <sup>nd</sup> Street Delray Beach, FL 33444
	Peter Hickey 106 SE 2 <sup>nd</sup> Street Delray Beach, FL 33444

**ARTICLE X - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

Peter Hickey  
106 SE 2<sup>nd</sup> Street  
Delray Beach, FL 33444

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII - INDEMNIFICATION**

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

**ARTICLE XIII - BYLAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

**IN WITNESS WHEREOF**, the undersigned incorporator(s) has(have) executed the foregoing Articles of Incorporation on this 5TH day of November, 2002.

  
\_\_\_\_\_  
Peter Hickey

**CERTIFICATE DESIGNATING REGISTERED AGENT**

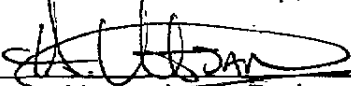
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

**THAT LUKE'S LANDING, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named The Rotbart Law Group, P.A., located at 105 East Palmetto Park Road, Boca Raton, Florida 33432, as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

The Rotbart Law Group, P.A.

  
\_\_\_\_\_  
By: Alexander B. Rotbart  
Its: President