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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

lakes holdings, inc.

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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 21, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: LAKES HOLDINGS, INC.
REF: W03000001639

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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Donna Graves
Document Specialist
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
LAKES HOLDINGS, INC.**

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be : LAKES HOLDINGS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of the Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6177 NW 154TH Street
Miami Lakes, Florida 33014

ARTICLE V - SHARES

The maximum number of shares this Corporation is authorized to issue is 100 Shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent is:

Julio A. Rodriguez, Esq., P.A.
6177 NW 154TH Street
Miami Lakes, Florida 33014
Telephone (305) 825-4778

Prepared By:
Julio A. Rodriguez, Esq.
(305) 825-4778; (FBN) 982709;

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial Directors of the Corporation are:

Julio A. Rodriguez, Esq.,
6177 NW 154th Street
Miami Lakes, Florida 33014

Thomas Ledwidge
15225 NW 77th Avenue, Suite # 205
Miami Lakes, Florida 33014

ARTICLE VIII - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

Julio A. Rodriguez, Esq., P.A.
6177 NW 154th Street
Miami Lakes, Florida 33014

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholder is subject to this reservation.

ARTICLE X - BY LAWS

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

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or director or any former Officer or Director, to the full extent permitted by law.

The undersigned incorporator(s) has/have executed these Articles of Incorporation this 16th day of January, 2003.


JULIO A. RODRIGUEZ

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**CERTIFICATE OF DESIGNATION OF
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: LAKE HOLDINGS, INC.

2. The name and address of the Registered Agent and office is:

JULIO A. RODRIGUEZ, ESQ., P.A.

6177 MIAMI LAKES DRIVE

MIAMI LAKES, FLORIDA 33014

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 his 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.

(Signature)

1/16/03
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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