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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Stephens Law Firm, P.A.

Attorneys at Law

The Plaza at Regatta Bay
4507 Furling Lane, Suite 210
Destin, FL 32541

Phone: (850) 837-7135

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January 23, 2003

Florida Dept. of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation – “Canvas To Keel, Inc.”

Dear Division of Corporations:

Enclosed for filing you will find two original Articles of Incorporation for “Canvas To Keel, Inc.”, and a check in the amount of \$70 to cover the filing fee.

Please file one of the originals and return the other in the self-addressed stamped envelope.

Thank you in advance and please call if you have any questions or if we can provide additional information.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. Stephens', with a long horizontal flourish extending to the right.

Jeffrey M. Stephens

Enclosures

Cc: Ardelle Bush
Keith Morris

**ARTICLES OF INCORPORATION
OF
CANVAS TO KEEL, INC.**

The undersigned, being authorized to execute and file these Articles of Incorporation and in compliance with Chapter 607, Florida Statutes, hereby certifies that:

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is: CANVAS TO KEEL, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 32 Miracle Strip Parkway, Fort Walton Beach, FL 32548.

ARTICLE III

SHARES OF STOCK

The aggregate number of share that the Corporation is authorized to issue is 1,000 shares of Common Stock, no par value.

ARTICLE IV

CUMMULATIVE VOTING

Cumulative voting shares of stock is not authorized.

ARTICLE V

PRE-EMPTIVE 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/she already holds, shall have the right to purchase his/her pro rata share thereof at the price which is offered to others.

ARTICLE VI

AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF SHARES

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the Corporation. A copy of such agreement shall be kept on file with the secretary of the Corporation, and shall be subject to inspection by shareholders of record at reasonable times during business hours.

ARTICLE VII

DURATION

The duration of the Corporation is perpetual commencing on the date of filing these Articles of Incorporation.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is: 4507 Furling Lane, Suite 210, Destin, Florida 32541. The name of the initial registered agent of the Corporation is Jeffrey M. Stephens.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial board of directors and officers of the Corporation shall be as follows:

Keith Morris – President and Director

Ardelle Bush – Vice President, Treasurer, Secretary and Director

The address of Keith Morris and Ardelle Bush is: 32 Miracle Strip Parkway, Fort Walton Beach, FL 32548.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

BYLAWS

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

ARTICLE XII

ACTION WITHOUT A MEETING

The Directors of the Corporation may take action by unanimous written consent without a meeting, as provided by law.

ARTICLE XIII

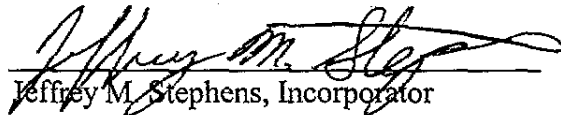
INCORPORATOR

The name and address of the incorporator of the Corporation is:

Jeffrey M. Stephens
4507 Furling Lane, Suite 210
Destin, FL 32541

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation this 23rd day of January, 2003.

By:

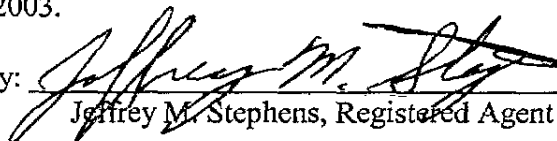

Jeffrey M. Stephens, Incorporator

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of section 607.0501 and 617.0501, Florida Statutes, I hereby accept the designation as registered agent to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation for Canvas To Keel, Inc, which is as follows: 4507 Furling Lane, Suite 210, Destin, Florida 32541. 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 of Canvas To Keel, Inc. pursuant to the Florida Statutes.

Dated this 23rd day of January, 2003.

By:


Jeffrey M. Stephens, Registered Agent

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