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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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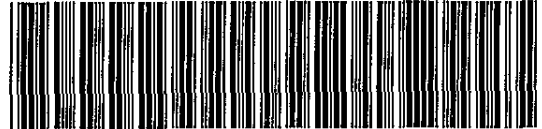
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

**Law Office of
KOKO HEAD, P. A.**

9309 Old Kings Road S., Suite 4
Jacksonville, Florida 32257
Telephone: (904) 730-2220
Facsimile: (904) 730-2230
E-mail: kokohead@bellsouth.net

January 28, 2003

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for BHP Enterprises, Inc.

Gentlemen:

Enclosed please find the following:

1. An original and one photocopy of the Articles of Incorporation of BHP Enterprise, Inc.;
2. My trust account check in the amount of \$122.50 to cover the cost of the filing and certification fees.

Please file the Articles of Incorporation and return to me a certified copy of said Articles.
Thank you in advance for your prompt attention to this matter.

Sincerely,


Koko Head

KH/dlh
Enclosures

ARTICLES OF INCORPORATION

OF

BHP ENTERPRISES, INC.

ARTICLE I

NAME

BHP Enterprises, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 796 Eagle Point Drive, St. Augustine, Florida 32092.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of Ten Cents (\$0.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 9309 Old Kings Road, Suite 4, Jacksonville, Florida 32257. The name of the initial registered agent of this corporation at that address is Koko Head. The Board of Directors may, from time

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to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Koko Head

9309 Old Kings Road S., Suite 4
Jacksonville, FL 32257

ARTICLE VI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 24th day of January, 2003.

Koko Head (Seal)
Koko Head

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BHP ENTERPRISES, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon BHP Enterprises, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 9309 Old Kings Road, Suite 4, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 24th day of January, 2003.

Koko Head

Koko Head
Registered Agent

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