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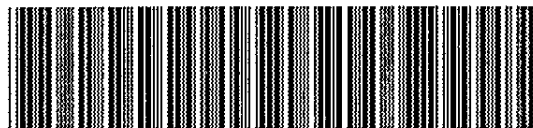
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BERT MOORE, P.A.
ATTORNEY AT LAW
4677 E. HIGHWAY 20, SUITE 1
POST OFFICE BOX 950
NICEVILLE, FLORIDA 32588-0950
(850) 678-6883
FAX (850) 678-4210
moore@bertmoorepa.gccoxmail.com

February 6, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Dear Sirs:

Enclosed please find the original Articles of Incorporation for HARBOR DESIGNS COMPANY and CGM HOLDINGS, COMPANY along with separate checks in the amount of \$78.50 each for filing and certified copies. Please process these corporations and return to:

Bert Moore, P.A.
Post Office Box 950
Niceville, Florida 32588-0950

Should you have any further questions, please contact this office at (850) 678-6883.

Sincerely,


Kirk Lancaster
Paralegal

Enclosures - as stated

Mr. Lancaster GAVE
AUTHORIZATION BY PHONE TO
CORRECT effective date
DATE 2-17-03
DOC. EXAM W

**ARTICLES OF INCORPORATION
OF
HARBOR DESIGNS COMPANY.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is HARBOR DESIGNS COMPANY.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on February 10, 2003

ARTICLE III - PURPOSE

This corporation is organized for the purpose of brokering architectural and professional services and consulting for the Project Harbor Lights and all-lawful business as allowed under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One-Penny (\$.01) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 359 Lakewood Drive, Seagrove Beach, Florida 32459.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1169 John Sims Parkway, Niceville, Florida 32578, and the name of the initial registered agent of this corporation at this address is Bert Moore.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors and officers of this corporation are Leslie G. McCormick, Geoffrey C. Chick, and Jeffrey N. Grimes, whose addresses are 359 Lakewood Drive, Seagrove Beach, Florida 32459.

ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these articles of incorporation Leslie G. McCormick, Geoffrey C. Chick, Jeffrey N. Grimes, 359 Lakewood Drive, Seagrove Beach, Florida 32459.

ARTICLE IX - BY-LAWS

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

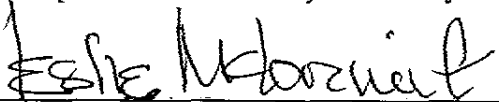
ARTICLE X - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

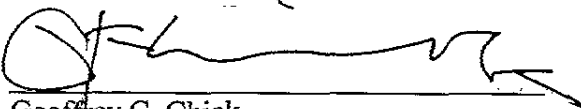
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31st day of January 2003.



Leslie McCormick



Geoffrey C. Chick



Jeffrey N. Grimes

STATE OF FLORIDA
COUNTY OF OKALOOSA

Leslie McCormick, ☒ who is personally known to me or [] who produced his Florida Driver License as proof of identification, acknowledged the foregoing instrument before me this 31st day of January, 2003.

Bert Moore
Notary Public
State of Florida



Stamp:

STATE OF FLORIDA
COUNTY OF OKALOOSA

Geoffrey C. Chick, ☒ who is personally known to me or [] who produced his Florida Driver License as proof of identification, acknowledged the foregoing instrument before me this 31st day of January, 2003.

Bert Moore
Notary Public
State of Florida

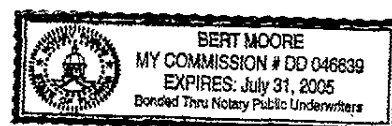


Stamp:

STATE OF FLORIDA
COUNTY OF OKALOOSA

Jeffrey N. Grimes, ☒ who is personally known to me or [] who produced his Florida Driver License as proof of identification, acknowledged the foregoing instrument before me this 31st day of January, 2003.

Bert Moore
Notary Public
State of Florida



Stamp:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First-that HARBOR DESIGNS COMPANY, desiring to organize under the laws of the State of Florida with its principal office 359 Lakewood Drive, Seagrove Beach, Florida 32459, and has named Bert Moore located at 1169 John Sims Parkway, Niceville, Florida 32578, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated this 31st day of January, 2003.

By: _____

Resident Agent

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TALLAHASSEE, FLORIDA