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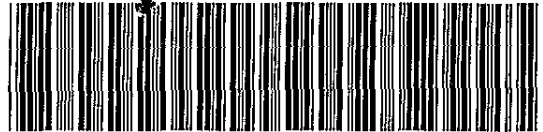
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03 JUN -9 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-12-03
[Signature]

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: JD/Blue Horizon, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Gerald R. Dunkle
Name (Printed or typed)

1234 Airport Road, Suite 124
Address

Destin, FL 32541
City, State & Zip

(850) 837-2590
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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03 JUN 9 AM 7:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JD/BUE HORIZON, INC.**

The undersigned persons, acting as the incorporators of a corporation organized under the Corporation Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE 1

Name and Address

1.1 Name. The name of the Corporation is **JD/Blue Horizon, Inc.**

1.2 Address. The principal place of business of this corporation shall be **1234 Airport Road, Suite 124, Destin, FL 32541**, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE 2

Registered Office and Agent

2.1 Registered Office. The street address of the initial registered office of the Corporation is **1234 Airport Road, Suite 124, Destin, FL 32541**.

2.2 Registered Agent. The name of the initial registered agent of the Corporation at the above office is **Gerald R. Dunkle**.

ARTICLE 3

Capital Stock

3.1 Number of Authorized Shares and Par Value. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock, having a nominal or par value of \$1.00 per share.

3.2 Class of Stock. The Capital stock of the Corporation shall not be divided into classes.

3.3 Issuance of Stock. Shares of capital stock of the corporation shall not be issued except on the affirmative vote or written consent of a majority of the directors, which vote or consent shall appear in the written minutes of the Board of Directors' meeting in which the issuance was authorized.

3.4 Restriction on Transfer of Stock. Unless approved by 100% of the shareholders, no shareholder shall pledge, mortgage, sell, or otherwise transfer all or any portion of the shareholder's stock unless it shall first be offered to the corporation at a price no greater than a bona fide offer by any third person, which offer shall be open to the corporation for a period of thirty days. In the event that any of the said stock is not purchased by the corporation during such period, it shall be offered to the remaining shareholders of the same class of stock in the proportion as their respective stock interests in said class of stock for a like price and for a similar period of time. Should any of the remaining shareholders decline to purchase his or her proportionate share of the stock during that period, in the event that any of the said stock is not purchased by the corporation or the shareholders, the remaining stock may then be sold by the shareholder without restriction. Notice of this restriction shall appear on all stock certificates issued by the corporation.

ARTICLE 4

Incorporator

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

Gerald R. Dunkle
1234 Airport Road, Suite 124
Destin, FL 32541

ARTICLE 5

Directors

5.1 Number of Directors. The Board of Directors of the Corporation shall consist of one member, who need not be a resident of any particular state or shareholders of the Corporation. The number of directors may be increased or decreased from time to time by amendment of this Section of these Articles of Incorporation, but no decrease shall have the effect of shortening the term of any incumbent director. The affirmative vote of the holders of 100% percent of the issued and outstanding voting shares of the Corporation shall be required to amend this Section of these Articles of Incorporation.

5.2 Names and Addresses of Initial Directors. The names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are:

Gerald R. Dunkle
1234 Airport Road, Suite 124
Destin, FL 32541

President, Secretary & Treasurer

5.3 Transactions with Directors. Any contract or other transaction between the Corporation and a directors, or between the Corporation and any firm, organization or corporation of which a director is a member, employee, shareholder, director, or officer, or in which the director has an interest, shall be valid for all purposes, if the fact of such interest was disclosed or known to the Board of Directors and if the Board of Directors authorizes or ratifies the contract or transaction or if the contract or transaction was disclosed to and ratified by the shareholders, or if the contract or transaction is fair to the corporation. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under applicable law.

5.4 Indemnification. The corporation, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the corporation, when the said director, officer, employee, or agent has incurred expenses or liabilities (including attorneys' fees). Which, in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Corporation. The right set forth in this Section shall be in addition to any right for indemnification provided by applicable law.

The Corporation may purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as a director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Corporation could indemnify that person against such liability under the provisions of this Section.

5.5 Removal of Directors. One or more of the directors of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote for the election of directors. No director may be removed if the votes cast against the director's removal would be sufficient to elect the director if cumulatively voted at an election of the entire Board of Directors. A director shall be entitled to receive notice of, and a hearing with respect to his or her removal for cause.

ARTICLE 6

Subscribers

6.1 Subscribers. The names and address of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

| | | |
|------------------|------------------------------|------------|
| Gerald R. Dunkle | 1234 Airport Road, Suite 124 | 500 shares |
| | Destin, FL 32541 | |

ARTICLE 7

Purposes, Foreign Business, and Duration

7.1 Purposes. The purpose or purposes for which the Corporation is organized are to engage in the business of real estate investment/development, and do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

7.2 Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry out its purposes and exercise its power in any state, territory, district, or possession of the United States, or in any foreign country, to the full extent permitted by the laws of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit its purpose or purposes in any state, territory, district, or possession of the United States, or foreign country.

7.3 Period of Duration. The period of duration of the Corporation shall be perpetual.

ARTICLE 8

Amendment and Fundamental Changes

8.1 Amendment. These Articles of Incorporation may be amended only by the written consent or affirmative vote of the holders of a majority of the issued and outstanding voting shares, except that any section of these Articles of Incorporation that provide for a greater vote of the share holders may be amended only upon the written consent or affirmative vote of the shareholders provided for in that section.

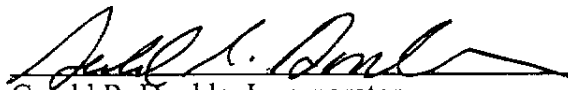
8.2 Fundamental Changes. The affirmative vote or written consent of the holders of 100% percent of the issued and outstanding voting shares of the Corporation shall be necessary for the following corporate acts:

- (a) The adoption by the Corporation of a plan of merger, consolidation, or share exchange.
- (b) The sale, lease, exchange, or transfer by the Corporation of all or substantially all of its property or assets other than in the regular course of business.
- (c) The voluntary dissolution of the Corporation by its board of Directors and shareholders.

8.3 Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the shareholders and the Board of Directors, except that the shareholders in amending or repealing a particular bylaw may provide that the Board of Directors may not amend or repeal that bylaw. The Bylaws may contain any provision for the regulation and management of the


affairs of the Corporation that is not inconsistent with the law or these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporators, by their signatures below, affirm under penalty of perjury the truth of the matters set forth above.


Gerald R. Dunkle, Incorporator

State of Florida
County of Okaloosa

The foregoing instrument was acknowledged before me this 4 day of June, 2003, by Gerald R. Dunkle, who is personally known to me.


Dee Ann Mairson, Notary Public
My Commission Expires September 18, 2006



Dee Ann Mairson
Commission #DD151419
Expires: Sep 18, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

**State of Florida
Department of State**

FILED
03 JUN -9 AM 7: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

FIRST:

JD/Blue Horizon, Inc., desiring to organize under the laws of the State of Florid,
with its principal office, as indicated in the Articles of Incorporation at 1234 Airport
Road, Suite 124, Destin, Okaloosa County, Florida 32541, has named Gerald R. Dunkle,
located at 1234 Airport Road, Suite 124, Destin, Okaloosa County, Florida 32541, 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 to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.


Gerald R. Dunkle