

DEC. 5. 2003

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Phone : (850) 521-1000
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FLORIDA PROFIT CORPORATION OR P.A.

BUKITA HOLDING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
BUKITA HOLDING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: Bukita Holding, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not in limitation of such powers, shall also have the power:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers or corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities,

or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock of all classes which the Corporation shall have authority to issue is 3,000,000 shares, of which 2,000,000 shares shall be common stock (hereinafter called "Common Stock"), and 1,000,000 shares shall be preferred stock (hereinafter called "Preferred Stock").

The designations and the powers, preferences, and rights, and the qualifications, limitations, or restrictions thereof of the shares of each class are as follows:

Common Stock

The Common Stock may be issued from time to time upon the resolution or resolutions providing for the issue of such shares adopted by the board of directors. Each outstanding share of Common Stock shall entitle the holder thereof to one vote on all matters submitted to the shareholders.

Preferred Stock

(a) Issuance and Voting. The Preferred Stock may be issued from time to time upon the resolution or resolutions providing for the issue of such shares adopted by the board of directors. Preferred Stock shall not vote on any matters submitted to the shareholders.

(b) Cumulative Preferred Dividends. Each Preferred Stock share shall entitle the holder thereof to receive, when, as, and if declared by the board of directors, out of funds legally available therefor, a cumulative dividend at the rate of 5 percent per annum of the Liquidation Preference (defined below) amount of such share, payable annually, in preference to and in priority over any dividend on the Common Stock shares for such year. If less than the full preferential dividend is paid to the holders of Preferred Stock shares in any calendar year, the unpaid amount shall cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid. No dividends may be paid on the Common Stock shares until all dividends accrued on all Preferred Stock shares have been paid for the current and all prior dividend periods.

(c) Participation in Dividends with Common Stocks. After the payment of dividends due to the holders of Preferred Stock in any calendar year, including all preferred dividends not paid in prior years, the remainder of the funds legally available for payment of dividends shall, when, as, and if declared as a dividend by the board of directors, be distributed ratably as dividends among the holders of the Common Stock shares and the holders of Preferred Stock shares, with dividends paid per share being equal without regard to the class of each share.

(d) Liquidation Preference. In the event of a liquidation, dissolution, or winding up of the Corporation, each share of Preferred Stock shall entitle the holder thereof to receive out of the assets of the Corporation, in preference to and in priority over any such distribution upon the Common Stock of the Corporation, an amount equal to ten cents (\$0.10) per share, together with the amount, if any, of all unpaid cumulative dividends under section (b) with respect to such share (the "Liquidation Preference"). If the assets of the Corporation are not sufficient to pay such amounts in full to the holders of Preferred Stock, then the holders of Preferred Stock shall share ratably in any such distribution of assets in accordance with the amounts which would be payable on such distribution if the amounts to which the holders of Preferred Stock are entitled were paid in full. If assets of the Corporation are available for distribution to shareholders in the event of a liquidation, dissolution, or winding up of the Corporation and the holders of Preferred Stock have received the entire amount to which they are entitled to receive under the first sentence of this section, then the holders of Common Stock shall share ratably in the distribution of all of the remaining assets in accordance with the number of shares of Common Stock held by each of them.

(e) Mergers and Certain Other Transactions. In case of the consolidation or merger of the Corporation with and into another corporation or the conveyance of all or substantially all of the assets of the Corporation to another corporation, each holder of shares of Preferred Stock shall at the time of such consolidation, merger, or conveyance, be entitled to either (A) elect to convert each of his or her shares of Preferred Stock into one share of Common Stock deliverable to such holder upon conversion in which case such conversion shall be deemed to have occurred immediately prior to such consolidation, merger, or conveyance, or (B) elect to deem such transaction a liquidation in which case the Corporation shall, with respect to the shares of Preferred Stock held by such stockholder, at the time of such transaction distribute to such holder out of the assets of the Corporation an amount equal to the Liquidation Preference such holder would have received if the Corporation were liquidated at the time of such transaction.

(f) Conversion Procedure. In order to convert shares of Preferred Stock into Common Stock pursuant to section (e), the holder of shares of the Preferred Stock shall provide the Conversion Notice to the Corporation and shall at the same time surrender to the Corporation the certificate or certificates therefor, duly endorsed or assigned to the Corporation or in blank. As promptly as practical on or after the date the certificates are presented, the Corporation shall issue and shall deliver a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion, together with a payment in lieu of any fraction of a share, as hereinafter provided, to the person or persons entitled to receive the same. The Corporation will pay any and all documentary, stamp, or similar taxes that may be payable with respect to the issue or delivery of shares of Common Stock upon conversion. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in name other than that in which the shares of the Preferred Stock so converted were registered. After the Conversion Notice is provided and the certificate or certificates for the shares of Preferred Stock are surrendered, the holders of such shares shall cease to be stockholders with respect to such shares, shall not thereafter be entitled to any unpaid preferential dividend with respect to such shares unless and to the extent a dividend with respect to such shares has previously been duly authorized by the board of directors and the record date for determining shareholders entitled to receive such dividend occurred prior to the delivery of the Conversion Notice and certificate for such shares, and shall have no interest in or claims against the Corporation by virtue of their having held such shares except the right to receive the certificates for the shares of Common Stock to be issued in exchange for the certificates for such shares.

(g) Reserve Required. The Corporation shall at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock, for the purpose of effecting the conversion of the shares of Preferred Stock, the full number of shares of Common Stock then deliverable upon the conversion of all shares of the Preferred Stock then outstanding.

(h) Adjustments. In case the Corporation shall (i) pay a dividend on Common Stock in Common Stock, or (ii) subdivide its outstanding shares of Common Stock into a greater number of shares of Common Stock, the Conversion Ratio shall be proportionately increased and, conversely, in case outstanding shares of Common Stock shall be combined into a smaller number of shares of Common Stock, the Conversion Ratio shall be proportionately decreased; all so that the number of shares issued upon conversion of each Preferred Stock share shall be equivalent to 2 shares of Common Stock as if such increase or decrease did not occur. Such reductions or increases, as the case may be, shall become effective upon the opening of the business on the day following the day upon which such subdivision or combination becomes effective.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the corporation's existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 1937 Houndslake Drive, Winter Park, Florida 32792. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the Bylaws. The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the initial directors who shall hold office until their successors are elected and have qualified, are as follows:

Timothy Terakita
1937 Houndslake Drive
Winter Park, FL 32792

James Bucci
3672 Becontree Place
Oviedo, FL 32765

Kyra Bucci
3672 Becontree Place
Oviedo, FL 32765

Lisa Randall
1937 Houndslake Drive
Winter Park, FL 32792

ARTICLE VIII - INCORPORATOR

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

Douglas Bowdoin
255 South Orange Avenue, Suite 800
Orlando, FL 32801

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation is Douglas Bowdoin, who is located at 255 South Orange Avenue, Suite 800, Orlando, FL 32801.

ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be reserved to and vested in the Shareholders of the corporation.

ARTICLE XII - INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or 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 expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including

any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement

specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS WHEREOF, the undersigned has hereunto signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to his signature.


Douglas Bowdoin, Incorporator

Dec 5, 2003
Date

DEC. 5. 2003 3:34PM

CORPORATION SVC CO

H030001 NO. 591 3 P. 10


**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

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

Bukita Holding, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Winter Park, County of Orange, and State of Florida, has named as Registered Agent, Douglas Bowdoin, and Registered Office at 255 South Orange Avenue, Suite 800, Orlando, FL 32801, to accept service of process within this State.

ACKNOWLEDGMENT:

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


Douglas Bowdoin, Registered Agent

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TALLAHASSEE, FLORIDA