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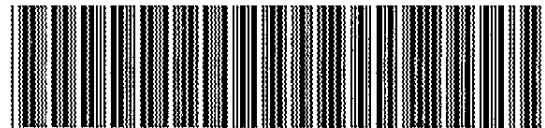
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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

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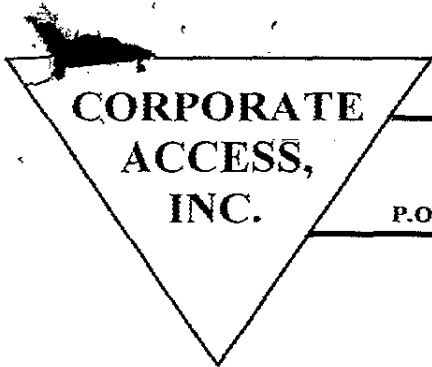
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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 12-22-03 Kelly

 CERTIFIED COPY CUS

✓ PHOTO COPY ✓ FILING Arts

1.) 3001 AD Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

DAVID M. BOVI, P.A.

David M. Bovi
Counselor At Law
S.L.M. Securities Regulation

Phone (561) 655-0665
Fax (561) 655-0693

The Comcam Building
319 Clematis Street • Suite 700
West Palm Beach, FL 33401
dmhpa@bellsouth.net

December 30, 2003

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

Attention: Tim

Re: Re-filing 3001 AD, Inc. Articles of Incorporation

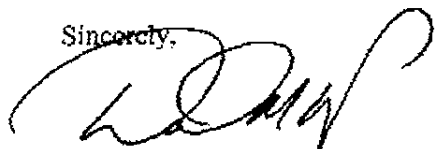
Dear Tim:

As I informed you on the telephone today, Jimmy Barker and Robert Ladrach, the members and managers of the 3001 AD Limited Liability Company, hired my law firm to file the 3001 AD, Inc. articles of incorporation in connection with 3001 AD Limited Liability Company's contemplated reorganization and registration statement filing with the United States Securities and Exchange Commission.

As we discussed, since the promoters of 3001 AD, Inc. are the members and managers of the 3001 AD Limited Liability Company, the 3001 AD, Inc. articles of incorporation may be properly filed with the Department of State under the corporate name "3001 AD, Inc."

Thank you for your assistance in this matter. If you have any questions, please contact me.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis, Suite 700
West Palm Beach, Florida 33401



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 23, 2003

CORPORATE ACCESS, INC.

SUBJECT: 3001 AD, INC.
Ref. Number: W03000039075

We have received your document for 3001 AD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 403A00068466

*Corrected -
See attached letter please "*

RECEIVED
03 DEC 30 PM 2:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
3001 AD, INC.

FILED
2003 DEC 22 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is 3001 AD, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 525 South Flagler Dr., Suite 301, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 100,000,000 shares of Common Stock, \$0.001 par value; and
2. 25,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

ARTICLE IV. - NO ANTI-TAKEOVER LAW GOVERNANCE.

The corporation hereby elects that the following Florida Statutes shall not apply to the corporation:

1. F.S. 607.0901, or any laws related thereto, governing affiliated transactions; and
2. F.S. 607.0902, or any laws related thereto, governing control-share acquisitions.

ARTICLE V. - DIRECTOR - CONFLICTS OF INTEREST.

No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, committee or the shareholders.

A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the fullest extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VI. - INDEMNIFICATION.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

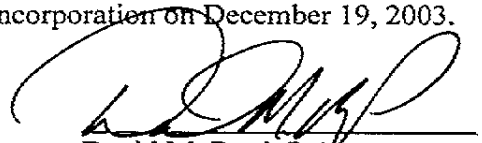
ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David M. Bovi, P.A., 319 Clematis Street, Suite 700, West Palm Beach, Florida 33401.

ARTICLE VIII. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 319 Clematis Street, Suite 700, West Palm Beach, Florida 33401.

The undersigned incorporator has executed these articles of incorporation on December 19, 2003.


David M. Bovi, P.A.
David M. Bovi, President

Acceptance of Registered Agent

Having been named to accept service of process for 3001 AD, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3).

A handwritten signature in black ink, appearing to read 'D. M. Bovi', written over a horizontal line.

David M. Bovi, President
David M. Bovi, P.A.
December 19, 2003