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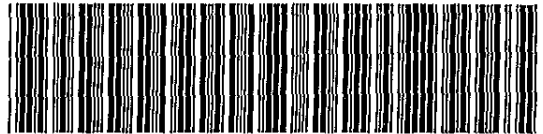
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Matthew E. Morrall, P.A.

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Penthouse West
2455 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
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Matthew E. Morrall, Esquire

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December 17, 2003

VIA FEDERAL EXPRESS (2-day)

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Domestication of UNIT DEVELOPMENT, INC., a Texas corporation
To a Florida corporation

Dear Sir/Madam:

Enclosed is an original and one copy of the Certificate of Domestication, and an original and one copy of the Articles of Incorporation, for UNIT DEVELOPMENT, INC., as well as a check in the sum of \$137.50 for the following:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and certified copy	\$ 78.75
Total to domesticate and file	\$128.75
Plus Certificate of Status	8.75
TOTAL:	\$137.50

Thank you for your prompt attention. If you have any questions, please call me collect immediately to discuss, or contact me via email at the above address, as we wish to accomplish this conversion before year end. Your help in expediting this matter is greatly appreciated.

Very truly yours,



Matthew E. Morrall

/jp

Enclosures

CERTIFICATE OF DOMESTICATION

The undersigned, LAYNE N. LOTT, the Vice President of UNIT DEVELOPMENT, INC., a foreign corporation, in accordance with S. 607.1801, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was August 7, 1997.
2. The jurisdiction where the above named corporation was first formed, incorporated or otherwise came into being was the State of Texas.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was UNIT DEVELOPMENT, INC.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to S. 607.0202 and 607.0401 with this Certificate is: UNIT DEVELOPMENT, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was: Houston, Texas.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to S. 607.1801.

I am the Vice President of UNIT DEVELOPMENT, INC. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 11th day of December, 2003.



Layne N. Lott, Vice President
Unit Development, Inc.

03 DEC 18 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
UNIT DEVELOPMENT, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation pursuant to the Articles of Conversion and Plan of Conversion for such Corporation, to be effective on the earlier of the filing or December 23, 2003:

ARTICLE I - NAME

The name of the Corporation is **UNIT DEVELOPMENT, INC.**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 4875 N. Federal Highway, Third Floor, Fort Lauderdale, Florida, 33308, and the mailing address of the Corporation is the same.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV - SHARES

The Corporation is authorized to issue 500,000 shares of common stock, without a par value per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall have initially four (4) directors to hold office until the annual meeting of shareholders and until their successor shall have been elected and qualified,

or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Layne N. Lott	4875 N. Federal Highway, Third Floor Fort Lauderdale, FL 33308
Yvonne M. Lott	4875 N. Federal Highway, Third Floor Fort Lauderdale, FL 33308
Cecil L. Lott	11626 Orchard Mountain Drive Houston, TX 77059
Belva H. Lott	11626 Orchard Mountain Drive Houston, TX 77059

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Layne N. Lott	4875 N. Federal Highway, Third Floor Fort Lauderdale, FL 33308

ARTICLE VII - INCORPORATOR(S)

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Layne N. Lott	4875 N. Federal Highway, Third Floor Fort Lauderdale, FL 33308

ARTICLE VIII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16 day of December, 2003.

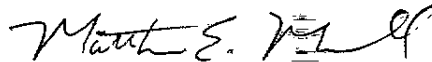


Layne N. Lott, Incorporator

STATE OF FLORIDA :
: ss.
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared Layne N. Lott who is personally known to me or who has produced _____ as identification, and who first, being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid on this 16th day of December, 2003.



Notary Public, State of Florida at Large

Printed Name of Notary: Matthew E. Morral

Notarial Seal



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of **UNIT DEVELOPMENT, INC.**, simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Dated: December 16th, 2003



Layne N. Lott, Registered Agent

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TALLAHASSEE, FLORIDA