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EIVISION OF COUNDRALIONS

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VERONA LAW GROUP, P.A.

7235 FIRST AVENUE SOUTH ST. PETERSBURG, FLORIDA 33707

GARY L. BUTLER DAVID L. SCHRADER JAY B. VERONA POST OFFICE BOX 41750 ST. PETERSBURG, FLORIDA 33743-1750

TELEPHONE (727) 347-7000 FACSIMILE (727) 347-7997

WEBSITE: WWW.VERONALAWGROUP.COM E-MAIL: VLG@VERONALAWGROUP.COM

December 22, 2003

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32301

Re: LIMITLESS VENTURES, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office. Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	8.75
TOTAI	\$ 78 75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

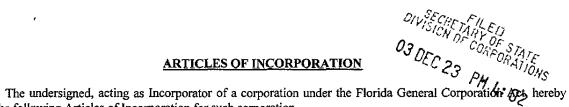
Sincerely,

VERONA LAW GROUP, P.A

Jay B. Verona

JBV:lg Enclosures

cc: Linda Thyrre



adopts the following Articles of Incorporation for such corporation.

- 1. NAME: The name of this Corporation is LIMITLESS VENTURES, INC.
- 2. **DURATION:** The period of its duration is perpetual.

- PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
- 4. CAPITAL SHARES: The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.
 - 5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

725 Pruitt Dr., Madeira Beach, FL 33708

6. INITIAL REGISTERED OFFICE AND AGENT: The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

VERONA LAW GROUP, P.A. 7235 Central Ave., St. Petersburg, FL 33707

INITIAL BOARD OF DIRECTORS: This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

LINDA M. THYRRE

725 Pruitt Dr. Madeira Beach, FL 33708

INCORPORATOR: The name and address of the initial Incorporator signing these Articles of 8. Incorporation is:

LINDA M. THYRRE

725 Pruitt Dr. Madeira Beach, FL 33708

- BY-LAW AMENDMENT: The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.
- INDEMNIFICATION: The Corporation shall indemnify any officer or director, or any former 10. officer or director, to the full extent permitted by law.
- INFORMAL ACTION OF DIRECTORS: If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- 12. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

13. PREEMPTIVE RIGHTS: This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

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

LINDA M. THYRRE Incorporator

STATE OF FLORIDA COUNTY OF PINELLAS

CONSENT OF REGISTERED AGENT

My Commission Expires:

HAVING BEEN NAMED as Registered Agent for LIMITLESS VENTURES, INC., at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent. The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

VERONA LAW GROUP, P.A.

Jac B. Verona

As: President

STATE OF FLORIDA COUNTY OF PINELLAS

B. Verona, as President of VERONA LAW (alf of the corporation. He is
personally known to me or has produced	(type or identificant	on) as identification, and did
EXPIRES: August 7, 2006 Bonded Thru Notary Public Underwriters	Notary Public - signature Lace A last Euclidean Notary's name type or print D Lace Commission/Serial Number My Commission Expires:	