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PICK-UP WAIT MAIL

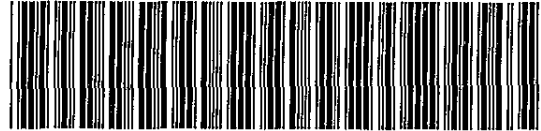
(Business Entity Name)

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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

js

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 01-05-04

NAME: ANN MARTIN GROUP INCORPORATED

TYPE OF FILING: ARTICLES

COST: CK FOR \$70 ATTACHED

RETURN:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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~~ACCOUNT # CA000000015~~

~~AUTHORIZATION: ABBIE/PAUL HODGE~~

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04 JAN -5 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANN MARTIN GROUP INCORPORATED

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is: ANN MARTIN GROUP INCORPORATED.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any lawful act, activity or business permitted under the laws of the United States and of this state other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Florida Business Corporation Act and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total number of such shares authorized to be issued is ten million shares.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

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FIFTH: An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.

SIXTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

SEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

EIGHTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

NINTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

TENTH: The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

ELEVENTH: The corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, to the fullest extent permissible under Florida law.

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TWELFTH: The initial street address in Florida of the initial registered office of the corporation is:

1333 N. DUVAL STREET
TALLAHASSEE, FLORIDA

THIRTEENTH: The name of the initial registered agent, at the initial street address in Florida of the initial registered office of the corporation, for service of process is:

FLORIDA FILING & SEARCH SERVICES, INC.

A corporation, organized under the laws of the State of Florida,
whose document number is: P 9300 0016 804.

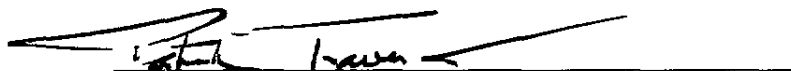
FOURTEENTH: The initial street address of the initial principle office of this corporation is:

1804 HIGHLAND PARK DRIVE
VILLAGE OF HIGHLAND PARK, FLORIDA

FIFTEENTH: The initial mailing address of the initial principle office of this corporation is:

2995 WOODSIDE ROAD, SUITE 400
WOODSIDE, CALIFORNIA
94062

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in his capacity as Incorporator of ANN MARTIN GROUP INCORPORATED.



PATRICK TRAVERS
Incorporator
ANN MARTIN GROUP INCORPORATED

CERTIFICATE OF ACCEPTANCE
BY THE APPOINTED REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION
TO ACCEPT SERVICE OF PROCESS

04 JAN -5 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of Florida Statutes § 607.0501 this certificate is submitted with the Articles of Incorporation of ANN MARTIN GROUP INCORPORATED.

The undersigned, PAUL D. HODGE, hereby certifies, warrants and declares that to the best of his own knowledge:


He is the duly elected, qualified and acting President of FLORIDA FILING & SEARCH SERVICES, INC., a corporation organized under the laws of the State of Florida. The document number of the corporation is P 9300 0016 804.

PATRICK TRAVERS, as the incorporator of ANN MARTIN GROUP INCORPORATED, has designated the initial street address in Florida of the registered office of the corporation to be: 1333 N. DUVAL STREET, TALLAHASSEE, FLORIDA and appointed: FLORIDA FILING & SEARCH SERVICES, INC. to be the corporation's initial registered agent for service of process, at such address.

Having been appointed registered agent and to accept service of process for ANN MARTIN GROUP INCORPORATED at the place so designated in the Articles of Incorporation and in this Certificate, FLORIDA FILING & SEARCH SERVICES, INC. hereby accept the appointment as registered agent and agree to act in this capacity.

FLORIDA FILING & SEARCH SERVICES, INC. further agree to comply with the provisions of all statutes relative to the proper and complete performance of said duties and are familiar with and accept the obligations of the position of registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate in his capacity as President of FLORIDA FILING & SEARCH SERVICES, INC.



PAUL D. HODGE
President
FLORIDA FILING & SEARCH SERVICES, INC.