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Law Offices of
Gillespie and Gillespie, P. A.

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W. M. Gillespie (1879-1932)
J. W. Gillespie (1916-1981)
William M. Gillespie

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P. O. Drawer 580
New Smyrna Beach, Florida 32170-0580

FLORIDA BAR BOARD CERTIFIED
REAL PROPERTY LAWYER

January 22, 2004

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

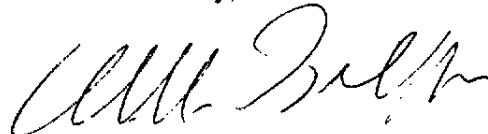
Re: Luxembourg Butterfly, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the enclosed Articles and return a certified copy to me in the enclosed return envelope, as soon as possible. This firm's check made payable to the Secretary of State in the amount of \$ 87.50 is enclosed to cover the filing and certification fees.

Please contact us if there are questions regarding this procedure.

Sincerely,



W. M. GILLESPIE

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JAN 26 PM 5:51

**ARTICLES OF INCORPORATION
OF
LUXEMBOURG BUTTERFLY, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

***ARTICLE ONE
NAME***

The name of the corporation is **LUXEMBOURG BUTTERFLY, INC.**

***ARTICLE TWO
PRINCIPAL OFFICE***

The street address of the initial principal office of the corporation is: **116 Turnbull Villa Circle, New Smyrna Beach, Florida 32168.**

***ARTICLE THREE
CORPORATE DURATION***

The term of the existence of the corporation is perpetual. The date and time of the commencement of the corporate existence of the corporation is the date and time of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

***ARTICLE FOUR
PURPOSE OR PURPOSES***

The general purposes for which the corporation is organized are:

(a) To publish, sell and distribute any and all types and kinds of printed matter including, but not limited to novels, biographies and publications of that nature.

(b) To acquire by purchase, lease or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds,

and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved and any right or interest therein.

(c) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever, or retain in any manner whatsoever money, stocks, bonds, realty or any property in any manner not prohibited by law.

(d) To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles, or things required in connection with or incidental to the manufacture, production and dealing in such products.

(e) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

(f) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or

more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

(g) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE FIVE **CAPITALIZATION**

The aggregate number of shares which the corporation has authority to issue is **One Thousand (1,000)**, all of which shall be common shares with a par value of **\$1.00** per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE SIX
PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms as set forth above, and this provision shall be binding upon the executor, administrator, or personal representative of stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the

Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation.”

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

The principal office, mailing address and street address of the registered office of the corporation is

The name of the initial registered agent is: *Anni J. Adams*

The address of the initial registered agent is: **116 Turnbull Villa Circle, New Smyrna Beach, Florida 32168.**

ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be increased from time to time by the By-Laws. The name and address of the initial director of this corporation are:

ANNI J. ADAMS

116 Turnbull Villa Circle

New Smyrna Beach, Florida 32168.

ARTICLE NINE
INCORPORATORS

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

ANNI J. ADAMS

116 Turnbull Villa Circle,

New Smyrna Beach, Florida 32168.

ARTICLE TEN
BY-LAWS

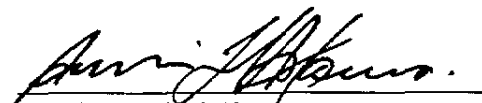
The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE ELEVEN
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TWELVE
ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation as registered agent for this corporation.


ANNI J. ADAMS

IN WITNESS WHEREOF, the undersigned subscribing incorporator hereunto sets his hand and seal this ___ day of January, 2004.


ANNI J. ADAMS

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANNI J. ADAMS, to me known to be the person described as the registered agent in and who executed and subscribed the foregoing Articles of Incorporation, and who did take an oath. ANNI J. ADAMS is to me known to be the person described as the

incorporator in and who executed and subscribed these Articles of Incorporation, and who did take an oath.

WITNESS, my hand and official seal in the County and State last aforesaid this 21st day of January, 2004.



NOTARY PUBLIC, STATE OF FLORIDA



W. M. Gillespie
MY COMMISSION # DD116544 EXPIRES
July 20, 2006
BONDED THRU TROY FAIN INSURANCE, INC.