

March 2, 2004

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

ATTN: NEW FILINGS SECTION

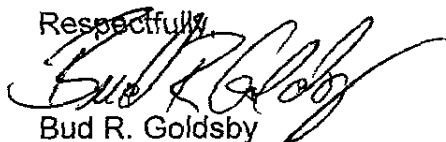
RE: ARTICLES OF INCORPORATION – RESOURCE POTENTIALS, INCORPORATED

To Whom It May Concern:

Enclosed, please find an original and one copy of the Articles of Incorporation and our check in the amount of \$78.75

Please return the extra copy with the appropriate stamps.

Respectfully,

A handwritten signature in dark ink, appearing to read "Bud R. Goldsby", is written over the word "Respectfully,".

Bud R. Goldsby

BRG/ga
Enc.

**ARTICLES OF INCORPORATION
OF
RESOURCE POTENTIALS, INCORPORATED**

The undersigned, Professional Corporation in accordance with Chapter 621 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **RESOURCE POTENTIALS, INCORPORATED**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

**2148 FIESTA DRIVE
SARASOTA, FLORIDA 34231**

ARTICLE III. NUMBER OF SHARES

The aggregate number of shares, which the corporation shall have authority to issue, is 1,000, all of which shall be common shares with par value of one dollars (\$1.00) each. The corporation will *not commence business* until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE IV. ADDRESS

The mailing address of its initial registered office and principal office is 2148 FIESTA DRIVE, SARASOTA, FLORIDA 34231 and the name of the initial registered agent of the corporation at that address is **BUD R. GOLDSBY**.

ARTICLE V. DIRECTORS

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

BUD R. GOLDSBY

**2148 FIESTA DRIVE
SARASOTA, FLORIDA 34231**

FILED
04 MAR -4 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GARY ACKERMAN

5235 SIESTA COVE DRIVE
SARASOTA, FLORIDA 34242

ARTICLE VI. DUTIES OF DIRECTORS

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

BUD R. GOLDSBY

2148 FIESTA DRIVE
SARASOTA, FLORIDA 34231

As the registered agent, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



BUD R. GOLDSBY, Registered Agent

In WITNESS WHEREOF, the undersigned has hereunto set his /her hand and seal on the 3rd day of March 2004.

STATE OF FLORIDA
COUNTY OF SARASOTA



BUD R. GOLDSBY, Subscriber

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized, in the County and State aforesaid to take acknowledgements personally appeared, BUD R. GOLDSBY to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

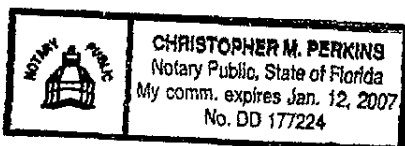
WITNESS MY hand and official seal in the County and State last aforesaid this 3rd day of MARCH 2004.



NOTARY PUBLIC, State Of Florida

(SEAL)

My Commission Expires: 1/12/2007



FILED
04 MAR -4 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA