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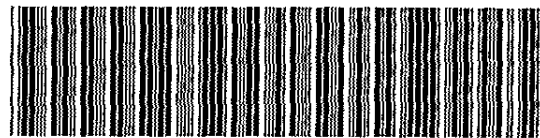
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: LIGHTCAP ENTERPRISES, INC.
(Proposed corporate name)

Enclosed is a signed and notarized original and one copy of the Articles of Incorporation for the above-named corporation, and a check in the amount of \$70.00.

From: John H. & Roxane Lightcap III
25666 Aysen Drive
Punta Gorda, FL 33983

Phone: (941) 661-1662

PLEASE RETURN COMPLETED FORM TO:

Dan Murphy Accounting & Tax Services
20020 Veterans Boulevard, Unit 10
Port Charlotte, FL 33954-2113

Call Dan Murphy if you have any questions @ (941) 764-1144

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Note: Additional copy of Articles is needed only when a certified copy is requested.

**ARTICLES OF INCORPORATION
OF
LIGHTCAP ENTERPRISES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND MAILING ADDRESS

The name of this corporation is Lightcap Enterprises, Inc. and its mailing address shall be 25666 Aysen Drive, Punta Gorda, Florida 33983.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 25666 Aysen Drive, Punta Gorda, Florida 33983. The name of the initial registered agent at such address is John H. Lightcap III.

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ARTICLE 6. – DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than five.

ARTICLE 7. – INITIAL DIRECTORS

The names and mailing addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
John H. Lightcap III	25666 Aysen Drive Punta Gorda, Florida 33983
Roxane Lightcap	25666 Aysen Drive Punta Gorda, Florida 33983

ARTICLE 8. – INCORPORATOR

The name and mailing address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
John H. Lightcap III	25666 Aysen Drive Punta Gorda, Florida 33983

ARTICLE 9. – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

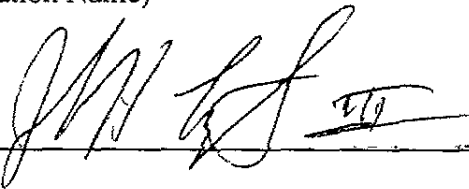
Lightcap Enterprises, Inc.,

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 25666 Aysen Drive, Punta Gorda, Florida 33983, County of Charlotte, State of Florida, has designated John H. Lightcap III, whose street address is 25666 Aysen Drive, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

Lightcap Enterprises, Inc.,

(Corporation Name)

By: _____

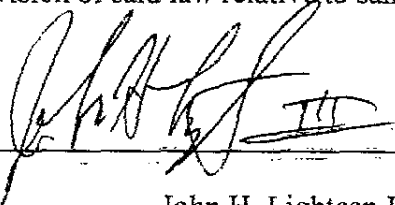


John H. Lightcap III – President

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ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



John H. Lightcap III