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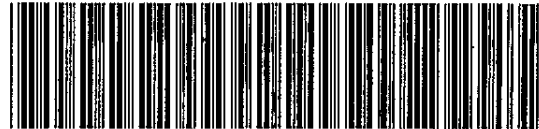
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ATTORNEY AT LAW

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June 17, 2004

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

Re: Boston Fidelity Coporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Boston Fidelity Corporation along with a check in the amount of \$78.75. I would request that these Articles be filed and a certified copy be returned to my office attention of Attorney Kirk Newell.

Thank you for your assistance.

Cordially,


Kirk R. Newell, Esq. (USVI)

JAB/km
Enclosure

**ARTICLES OF INCORPORATION
OF
BOSTON FIDELITY CORPORATION**

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

BOSTON FIDELITY CORPORATION

The mailing address is:

500 South Himes Avenue
suite 4 Tampa Florida

ARTICLE II

PURPOSE

The nature of the business and the purposes for which this corporation is organized are as follows: any legal business, advertising and all other activities which are necessary, suitable or convenient for the accomplishment of the foregoing purposes or which are incidental thereto or connected therewith and to conduct business and carry out all of the aforestated purposes in any state, territory, district or possession of the United States, to the extent not forbidden by law; to have any and all rights, powers and privileges, which are or may be granted, to such corporations incorporated under the laws of the State of Florida.

ARTICLE III

TERMS OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

1. TOTAL NUMBER OF SHARES, CLASSES, PAR VALUE. This corporation shall have authority to issue a total of One Hundred Thousand (100,000) shares of stock.

Of these shares, there shall be only one (1) class of stock designated "COMMON STOCK", and of these One Hundred Thousand (100,000) shares, each shall have a par value of One Dollar (\$1.00).

2. DIVIDENDS AND VOTING. The holders of the "COMMON STOCK" shall have the entire voting power of this corporation and the holders of "COMMON STOCK" shall be entitled to one (1) vote for each share of "COMMON STOCK" of record.

3. ACTS REQUIRING UNANIMOUS CONSENT OF "COMMON STOCK" SHAREHOLDERS. This corporation shall not, without the unanimous consent of the holder of "COMMON STOCK", given in person or by proxy of a meeting of the Stockholders called for that purpose and given in writing:

(a). Add, amend, or repeal any provisions of the certificate of incorporation of the corporation if such action would alter the preferences, rights, or powers, of the "COMMON STOCK" so as to affect that stock adversely, or

(b). By voluntary actions, dissolve, liquidate or wind up the corporation, or sell, lease, or convey all or substantially all of the assets of the corporation including the execution and delivery of mortgages, deeds of trust or instrument of pledge, covering all or substantially all of the assets of the corporation which is hereby construed to mean ninety percent (90%) of the assets of the corporation.

4. CONSENT REQUIRED TO AMEND OR REPEAL SECTION 3(a). So long as any "COMMON STOCK" is outstanding, this corporation shall not, without the unanimous consent of the holders of that outstanding stock, amend, repeal or add to Section 3 of this Article.

ARTICLE V

INITIAL REGISTERED OFFICE

The post office address of the corporation's initial registered office is to be: 500 South Himes Avenue, Tampa, Florida, or such other place or places as the stockholders, by majority vote, shall deem appropriate action from time to time determine.

ARTICLE VI

INITIAL REGISTERED AGENT

Kirk R. Newell, Esq. (USVI), JD, is hereby designated as the Initial Registered Agent

for the above-named corporation and the post office address of the initial Registered Agent's office is to be: 215 East Davis, Davis Islands, Tampa, Florida, 33606.

ARTICLE VII

BOARD OF DIRECTORS

There shall be a Standing Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate By-Laws. Each of the said directors shall be of full age and shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the By-Laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors must be stockholders unless the Board, by unanimous vote, declare otherwise for any one particular individual. The stockholders may elect honorary board members without limit in number who may from time to time advise the board, but the honorary members, who need not be stockholders, shall not be voting members of the Standing Board of Directors. The stockholders of this corporation may remove any director from office at any time with or without cause by two-thirds majority vote.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified:

NAME

ADDRESS

Kirk Richard Newell, Esq. (USVI)

500 South Himes Ave, Tampa Florida

First Honorary member of the Board of Directors:

Anthony Michael Roberts

3406 Sunrise Villas Court South

Tampa, Florida

ARTICLE IX

VALIDATING TRANSACTIONS WITH OTHER ENTITIES

Transactions between this corporation and any other corporation, or any other party, or any other legal entity shall not be affected or invalidated by the fact that one or more of this corporation's shareholders or directors has a personal interest in such a transaction, and such interested shareholder or director shall be entitled to vote thereon at any meeting which shall authorize or approve any such transaction.

ARTICLE X

POWER TO REPEAL, AMEND OR ALTER THE ARTICLES OF INCORPORATION

The power to repeal, amend or alter these Articles of Incorporation shall be exclusively vested in the voting shareholders and any repeal, amendment, or altering of these Articles of Incorporation shall only be permitted by a vote of at least sixty-nine percent (69%) of all such stockholders entitled to vote.

ARTICLE XI

OFFICERS

The names and addresses of the Corporate Officers, who, subject to this charter, the By-Laws of the corporation, if any, and the laws of the State of Florida, shall hold office until an election is held by the stockholders for the election of officers and their successors have been duly elected and qualified are:

NAME/TITLE	ADDRESS
Kirk Richard Newell, Esq. (USVI), JD	500 South Himes, Tampa, Florida

ARTICLE XII

BY-LAWS

1. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation. No By-Law which has been altered, amended or adopted by a vote of the stockholders may be altered, amended or repealed by vote of the Directors until one (1) year shall have expired since such action by vote of such stockholders.

2. The By-Laws of this corporation shall be for the government of the

corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Delaware or of the United States. All internal government of this corporation shall be in accordance with the laws of the State of Delaware.

ARTICLE XIII

SUBSCRIBER

The name and street address of each person signing these Articles of Incorporation as a subscriber is as follows:

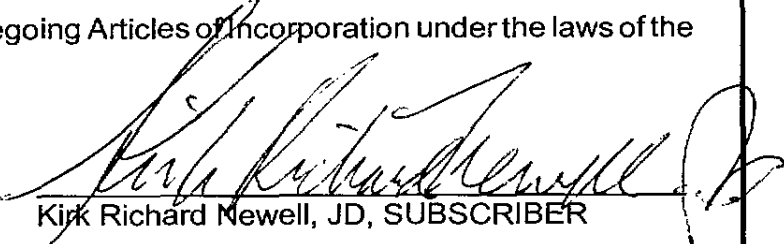
NAME

ADDRESS

Kirk R Newell, Esq. (USVI)

500 South Himes Avenue, Tampa, FL 33609

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal, acknowledged and filed above, the foregoing Articles of Incorporation under the laws of the State of Florida, this June 11, 2004:



Kirk Richard Newell, JD, SUBSCRIBER

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Kirk Richard Newell, Esq. (USVI), JD