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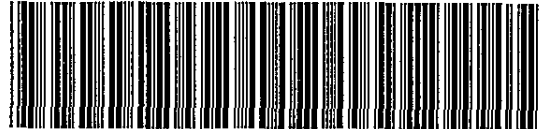
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*Bagdes & Bagdes*

*Attorneys at Law*

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407 North Wild Olive Avenue  
Daytona Beach, FL 32118

Fabian Bagdes  
Mary-Ellen Bagdes

386-258-7171  
Fax 386-258-7441

July 2, 2004

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Libby Land Holdings, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$78.75 is enclosed to covers the necessary fee.

Thank you for your consideration in this matter.

Sincerely,



Fabian Bagdes

Enclosures

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ARTICLE OF INCORPORATION  
OF  
LIBBY LAND HOLDINGS, INC.

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

ARTICLE ONE  
NAME

The name of the corporation is LIBBY LAND HOLDINGS, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purpose for which the corporation is organized is handle property investments for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR  
CAPITAL STOCK

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 no par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

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

ARTICLE SIX  
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 21 Pine Ash Lane, Palm Coast, Florida 32164. This is also the mailing address of the corporation.

ARTICLE SEVEN  
REGISTERED OFFICE

The street address of the registered office of the corporation is 21 Pine Ash Lane, Palm Coast, Florida 32164, and the name of the initial registered agent at such address is Michael Libby.

ARTICLE EIGHT  
DIRECTORS

The board of directors shall consist of the following members:

Michael Libby	21 Pine Ash Lane Palm Coast, FL 32164.
Mary Libby	21 Pine Ash Lane Palm Coast, FL 32164.

ARTICLE NINE  
INCORPORATORS

The names and addresses of the incorporators are:

Michael Libby	21 Pine Ash Lane Palm Coast, FL 32164
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Mary Libby	21 Pine Ash Lane Palm Coast, FL 32164
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ARTICLE TEN  
OFFICERS

The officers of the corporation shall be:

Michael Libby President	21 Pine Ash Lane Palm Coast, FL 32164
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Mary Libby Vice President/ Treasurer	21 Pine Ash Lane Palm Coast, FL 32164
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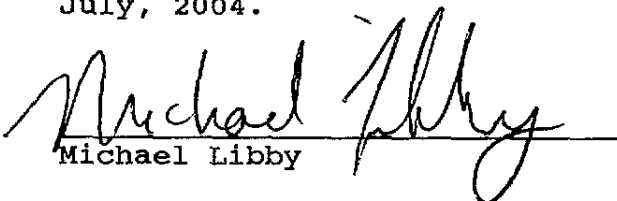
ARTICLE ELEVEN  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE  
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, we have signed our name this 2nd day of July, 2004.

  
Michael Libby

  
Mary Libby

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On this 2<sup>nd</sup> day of July, 2004, before me, the undersigned authority, appeared MICHAEL LIBBY, who is personally known to me or who produced \_\_\_\_\_ as identification; and, MARY LIBBY, who is personally known to me or who produced \_\_\_\_\_ as identification, and whose names are subscribed to the within instrument and having been duly sworn they acknowledged that they executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

  
Notary Signature

Seal: .

FABIAN BAGDES  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMM. EXP. FEB. 13, 2008  
COMM. # DD065651  
Bonded by Troy Fain Insurance Company

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA  
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,  
Florida Statutes.

LIBBY LAND HOLDINGS, INC., a corporation organizing under the  
laws of the State of Florida, with its principal office at 21 Pine  
Ash Lane, in the City of Palm Coast, County of Flagler, in the State  
of Florida, has named Frank Ciaravino, who is located at 21 Pine Ash  
Lane, Palm Coast, Florida, as its registered agent to accept service  
of process within the State.

DIRECTOR:

ADDRESS:

Michael Libby


21 Pine Ash Lane  
Palm Coast, FL 32164.

Mary Libby

21 Pine Ash Lane  
Palm Coast, FL 32164.

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep  
office open during prescribed hours; to post my name (and the names  
of any other officers of said corporation authorized to accept  
service of process at the above Florida designated address) in some  
conspicuous place as required by law.

  
Michael Libby

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