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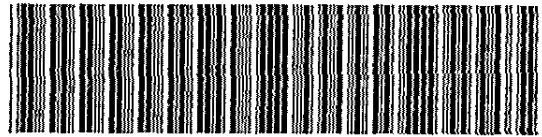
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08-26-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/2

JOAN O. MICHAEL, CPA PA
669 KINGSLEY AVENUE
ORANGE PARK, FLORIDA 32073
(904) 264-8057

August 24, 2004

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

EFFECTIVE DATE

08-26-04

Re: Spelunker Investments Inc.

Dear Sir/Madam:

I am enclosing Articles of Incorporation for the above corporation, along with a check for \$87.50, for filing and certification with the Florida Department of State.

Please call me at (904) 269-6748 if you need anything further.

Sincerely,


Linda Bossinger

Enclosures

ARTICLES OF INCORPORATION

OF

SPELUNKER INVESTMENTS INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

Section 1.1 Name. The name of the corporation is Spelunker Investments Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

Section 2.1 Initial Principal Office and Mailing Address of the corporation is 3417 Chimney Drive, Middleburg, FL 32068.

ARTICLE III - DURATION

Section 3.1 Duration. This corporation shall exist perpetually. Corporation existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - PURPOSE

Section 4.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

Section 5.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of voting Common Stock having a par value of \$1 per share.

Section 5.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 5.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this

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corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is 3417 Chimney Drive, Middleburg, FL 32068, and the name of the initial registered agent of this corporation at that address is Terryl Beverly. The mailing address is the same as the registered agent and office.

ARTICLE VII - DIRECTORS

Section 7.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

Name	Street Address
Terryl Beverly	3417 Chimney Drive, Middleburg, FL 32068

Section 7.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 7.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII - BYLAWS

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX - INCORPORATION

Section 9.1 Name and Address. The name and street address of the incorporator of this corporation is:

Linda Bossinger
c/o Joan O. Michael, CPA PA
669 Kingsley Avenue
Orange Park, FL 32073

ARTICLE X - AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 26th day of August, 2004.


Linda Bossinger

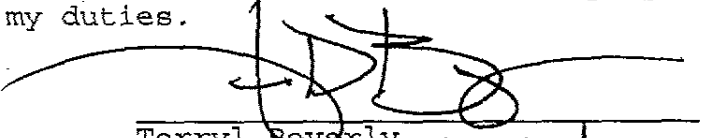
CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

In compliance with Florida Statutes 48.091 and 607.0501, the following is submitted:

Spelunker Investments Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Terryl Beverly
3417 Chimney Drive
Middleburg, FL 32068

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.


Terryl Beverly
Dated: 8/26/04

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TALLAHASSEE, FLORIDA

(ARTICLES.SPELUNKLER)