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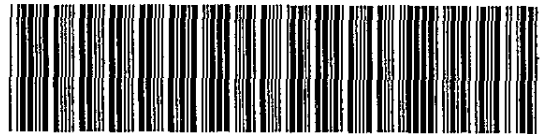
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DIVISION OF CORPORATIONS
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DAVID D. BONE, P.A.
Attorney at Law

100 Wallace Ave., Suite 100
Sarasota, Florida 34237
Phone (941) 954-8405 • Fax (941) 954-3399

November 2, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation for Simply Paradise Properties Corp.


Dear Sir or Madam:

Please find the following enclosed:

1. Original and one copy of the Articles of Incorporation for Simply Paradise Properties Corp.
2. Our firm's checks that total \$78.75 for the filing fee and a certified copy.

Thank you and please contact me with any questions.

Sincerely,



David D. Bone

enclosures

DDB/rmw

ARTICLES OF INCORPORATION
OF
SIMPLY PARADISE PROPERTIES CORP.

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ARTICLE I. NAME

The name of this corporation shall be Simply Paradise Properties Corp.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares par value shares of \$1.00 common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Articles Of Incorporation Of Simply Paradise Properties Corp.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name of the individual who shall serve as a member of the Initial Board Of Directors are: Mary Cafasso.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 100 Wallace Ave, Suite 100, Sarasota, Fl. 34237.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: David D Bone, Attorney.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Mary Cafasso, 100 Wallace Ave, Suite 100, Sarasota, Fl. 34237.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Mary Cafasso Incorporator

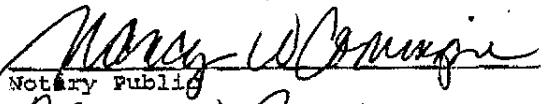
Articles Of Incorporation Of Simply Paradise Properties Corp.

I hereby accept my designation as resident agent and agree to serve as the resident agent of Simply Paradise Properties Corp. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Simply Paradise Properties Corp.

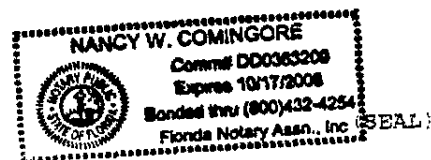

David D Bone, Attorney - Registered Agent

State Of Florida
County Of Sarasota

On Nov. 2, 2004, David D Bone, Attorney, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Simply Paradise Properties Corp.


Notary Public
Nancy W. Comingore
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



Articles Of Incorporation Of Simply Paradise Properties Corp.

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