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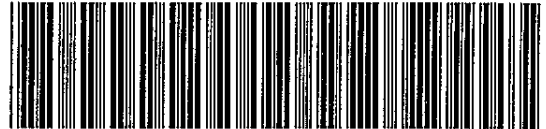
(Business Entity Name)

(Document Number)

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TALMADGE, FL 32310
SECRETARY OF STATE

C.S. 1-1

MARC F. OATES, P.A.

Attorney at Law

Winfield Building
10001 Tamiami Trail North, Suite 119
Naples, Florida 34108
Telephone (239) 593-3174 / Facsimile (239) 593-3173
E-Mail Address: mfolaw@aol.com

December 21, 2004

VIA Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Transaction: Ambizco, Inc.
Our File No.: 02-071.001**

To Whom It May Concern:

In connection with the above-referenced transaction, enclosed please find Articles of Incorporation of Ambizco, Inc. along with our trust account check number 5946 in the amount of \$87.50, representing filing fees for same.

Should you have any questions, please contact this office to discuss.

Very truly yours,



Amber Keller
Paralegal for Marc F. Oates, Esq.

/aek

Enclosures as stated



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED

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FLORIDA DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 23, 2004

MARC F. OATES, P.A.
10001 TAMiami TRAIL NORTH, STE. 119
NAPLES, FL 34108

SUBJECT: AMBIZCO, INC.
Ref. Number: W04000046787

We have received your document for AMBIZCO, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carolyn Lewis
Regulatory Specialist II
New Filings Section

Letter Number: 604A00071240

MARC F. OATES, P.A.

Attorney at Law

Winfield Building
10001 Tamiami Trail North, Suite 119
Naples, Florida 34108
Telephone (239) 593-3174 / Facsimile (239) 593-3173
E-Mail Address: mfolaw@aol.com

December 30, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Transaction: Ambizco, Inc.
Our File No.: 02-071.001**

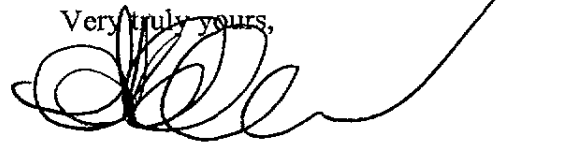
To Whom It May Concern:

In connection with the above-referenced transaction, enclosed please find Articles of Incorporation of **Ambizco, Inc.**, along with your letter dated December 23, 2004.

Please be advised that we previously sent our trust account check number 5946 in the amount of \$87.50, representing filing fees in Correspondence dated December 21, 2004.

Should you have any questions, please contact this office to discuss.

Very truly yours,



Amber Keller
Paralegal for Marc F. Oates, Esq.

/aek

Enclosures as stated

**ARTICLES OF INCORPORATION
OF
AMBIZCO, INC.**

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04 DEC 30 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation is:

AMBIZCO, INC.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is **2338 Immokalee Road, #188, Naples, Florida 34110** and the mailing address of the Corporation is **2338 Immokalee Road, #188, Naples, Florida 34110**.

ARTICLE III - PURPOSE

The general nature of the purposes for which the Corporation is organized include the following:

- A. To engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. This Corporation shall have a perpetual existence.

ARTICLE IV - SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and such shareholder shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one hundred (100) common shares of stock.

ARTICLE V – PAR VALUE

The shares of the Corporation shall have a par value of \$1.00 per share.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is **10001 Tamiami Trail, North, Suite 119, Naples, Florida 34108**, and the name of the Registered Agent at that address is **Marc F. Oates, P.A.**

ARTILCE VII – INITIAL OFFICERS/DIRECTORS

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and address of the persons who are to serve as Officers of the Corporation are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	William S. Caram	2338 Immokalee Road, #188, Naples, Florida 34110.
VP	Jack M. Stokes	8312 Rivera Ave, Ft. Myers, 33919
Secretary	William S. Caram	2338 Immokalee Road, #188, Naples, Florida 34110
Treasurer	Jack M. Stokes	8312 Rivera Ave, Ft. Myers, 33919

Section 3. The names of the persons who are to serve as Directors of the Corporation are as follows:

<u>Director Name:</u>	<u>Address:</u>
William S. Caram	2338 Immokalee Road, #188, Naples, Florida 34110
Jack M. Stokes	8312 Rivera Ave, Ft. Myers, 33919

ARTICLE VIII – INCORPORATOR

The name and address of the Incorporator is:

Marc F. Oates, P.A.
Marc F. Oates, Esq.
10001 Tamiami Trail North, Suite 119
Naples, FL 34108

ARTICLE IX – BY-LAWS

The Officers of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.


IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, have hereunto set our hands and seals, this 17 day of December, 2004, for the purpose of forming this Corporation under the laws of the State of Florida.

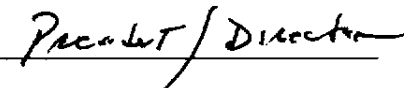
By: 
Marc F. Oates, Esq.

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marc F. Oates, P.A.

By: 
Marc F. Oates, Esq.

Its: 

Date: December 17, 2004

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04 DEC 30 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA