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U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA

CHUCK MOGBO, P.A.

Certified Public Accountant

Suite 209
2800 W. Oakland Park Blvd.
Oakland Park, FL 33311
Tel (954) 739-4669
Tel (954) 739-1966
Fax (954) 739-0889

cpa

February 18, 2005

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

Dear Sirs,

**RE: ARTICLES OF INCORPORATION RE: LSL PRODUCTION & DISTRIBUTION, INC.,
& SUTTON HOMES & DEVELOPMENT, INC.**

Enclosed are Articles of Incorporation for LSL PRODUCTION & DISTRIBUTION, INC. and SUTTON HOMES & DEVELOPMENT, INC., as well as two checks in the amount of Seventy Eight Dollars & Seventy Five Cents (\$78.75) each.

Please process information and return to us when completed.

If I can be of further assistance, please call me at (954) 739-4669 or (954) 739-1966.

Sincerely,

Chuck Mogbo, CPA

CHUCK MOGBO, C.P.A.

Encl.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

SUTTON HOMES & DEVELOPMENT, INC.

The undersigned incorporate(s), for the purpose of forming a corporation under the Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1- NAME

The name of the corporation shall be: SUTTON HOMES & DEVELOPMENT, INC.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3511 W. Commercial Boulevard
Suite 307
Fort Lauderdale, FL 33309

ARTICLE III- CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

100,000 SHARES HAVING A PAR VALUE OF ONE DOLLAR
(\$1.00) PER SHARE. THE CONSIDERATION TO BE PAID
FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE
BOARD OF DIRECTORS.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CHUCK MOGBO, P.A.
2800 W. OAKLAND PARK BLVD.
SUITE 209
OAKLAND PARK, FL 33311

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STATE
OF FLORIDA
COUNTY OF BROWARD

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/(are):

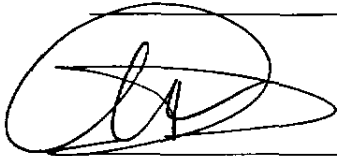
DAWN RICE
3511 W. Commercial Blvd.
Suite 307
Ft. Lauderdale, Fl 33309

JAMES HOWARD
3511 W. Commercial Blvd.
Suite 307
Ft. Lauderdale, Fl 33309

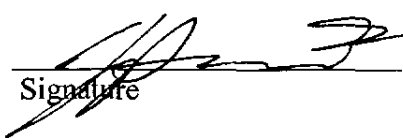
LENNOX MANGAROO
3511 W. Commercial Blvd.
Suite 307
Ft. Lauderdale, Fl 33309

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

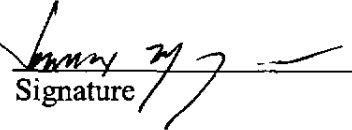
15TH day of FEBRUARY, 2005.



Signature



Signature



Signature

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared the subscriber(s), who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereunto set my hand and official seal at Fort Lauderdale, said county and state, this 15TH day of February, 2005.



NOTARY PUBLIC
at Large

State of Florida

My commission expires:



WILLY PAUL
MY COMMISSION # DD 122069
EXPIRES: June 2, 2008
Bonded Thru Budget Notary Services

ARTICLE VI - NATURE OF BUSINESS

This Company is incorporated to engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE VII- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII- OFFICERS

The name(s) and post office address(es) of the members of the Board of Directors and officer(s) who shall hold office for the corporation is (are) as follows:

Dawn Rice/Vice-President
3511 W. Commercial Boulevard, #307
Fort Lauderdale, Fl 33309

James Howard/C.O.O.
3511 W. Commercial Boulevard, #307
Fort Lauderdale, Fl 33309

Lennox Mangaroo, Jr./C.F.O./Treasurer
3511 W. Commercial Boulevard, #307
Fort Lauderdale, Fl 33309

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

CERTIFICATE OF DESIGNATION
REGISTERED/AGENT REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

The name of the corporation is: SUTTON HOMES & DEVELOPMENT, INC.

2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.
2800 W. OAKLAND PARK BLVD.
SUITE 209
OAKLAND PARK, FL 33311

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HAVING BEEN NAMED AS REGISTERED AGENT AND 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. 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____


CHUCK MOGBO/PRESIDENT

DATE: _____

SUTTON HOMES & DEVELOPMENT, INC.

02-15-05