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DIVISION OF CORPORATION
05 SEP -9 PM 3:57

D. Brown SEP 12 2005



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September 2, 2005

**Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314**

Re: PORT ORANGE DEVELOPMENT GROUP, INC.

Dear Sirs;

Enclosed, please find two copies of The Articles of Incorporation for Port Orange Development Group, Inc., this is to be a 2005 Corporation.

Check # 14499, in the amount of \$ 78.75 is included for filing fees, registered agent designation and certified copy.

Please process and return to this office for further processing. Should you have any questions, please do not hesitate to contact this office.

Sincerely,

TROUP FINANCIAL SERVICES


Robert G. Troup

**encl. Check # 14499
Articles of Incorporation**

ARTICLES OF INCORPORATION

OF

PORT ORANGE DEVELOPMENT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

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ARTICLE I
NAME

The name of this corporation is: ***PORT ORANGE DEVELOPMENT GROUP, INC.***

ARTICLE II
DURATION

This Corporation shall exist perpetually.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of operating as a Real Estate Development and Investment Company, and to operate any lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 500 shares of Capital Stock with a par value of \$ 1.00 per share. These shares shall be designated as "Common Shares". There will be only this one (1) type of stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address for the Initial Registered Office of this Corporation is:

**4343-A Ridgewood Avenue
Port Orange, Florida 32127**

The name of the original Registered Agent at that address is:

Robert G. Troup

The mailing address of the Corporation shall be:

**515 Herbert Street - Suite 1-A
Port Orange, Florida 32129**

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Directors initially. The number of Directors may be either increased or diminished from time to time. The name and address of the Initial Directors of this Corporation are:

James A. DiGaetano
1816 Forest Preserve Boulevard
Port Orange, FL 32128

Steven P. Constantino
5926 Broken Bow Lane
Port Orange, FL 32127

ARTICLE VII
INCORPORATOR

The name and address of the person signing these **Articles Of Incorporation** is:

James A. DiGaetano
1816 Forest Preserve Boulevard
Port Orange, FL 32128

ARTICLE VIII
BY-LAWS

The power to amend, alter, adopt or repeal By-Laws, shall be vested in the Board of Directors and Shareholders.

ARTICLE IX
SHAREHOLDER QUORUM AND VOTING

A majority of the Shareholders entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the affirmative vote of 51% of the Shareholders represented at the meeting entitled to vote on the subject matter, shall be the act of the Shareholders.

ARTICLE X
POWERS

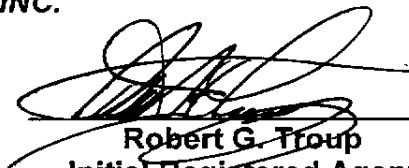
This Corporation shall have all of the Corporate powers enumerated by the Florida General Corporation Act, and as otherwise provided by law.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferring upon the Shareholders is subject to this provision.

REGISTERED AGENT ACCEPTANCE

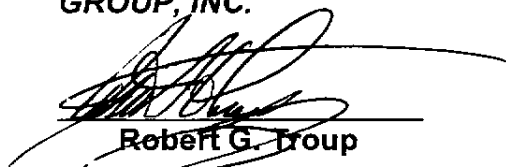
I hereby accept appointment as the Initial Registered Agent of: **PORT ORANGE DEVELOPMENT GROUP, INC.**


Robert G. Troup
Initial Registered Agent
PORT ORANGE DEVELOPMENT GROUP, INC.

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DIVISION OF CORPORATIONS
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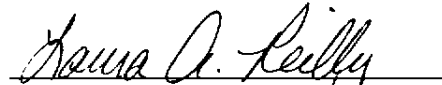
**STATE OF FLORIDA
COUNTY OF VOLUSIA**

Before me, the above named authority, personally appeared and acknowledged that he accepted the position of Registered Agent of: **PORT ORANGE DEVELOPMENT GROUP, INC.**


Robert G. Troup

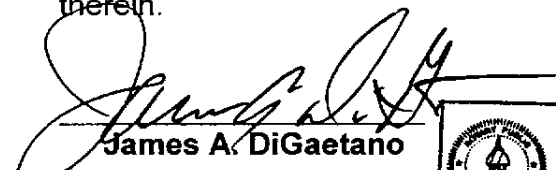
**STATE OF FLORIDA
COUNTY OF VOLUSIA**

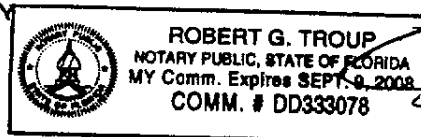


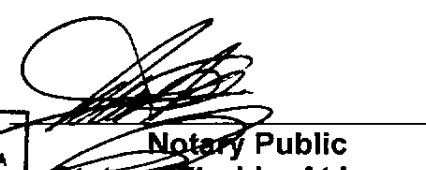

Notary Public
State of Florida, At Large

Date: 09/02/05

Before me, the undersigned authority, personally appeared, who being known to me to be **James A. DiGaetano**, acknowledged that he had executed the foregoing Articles of Incorporation of **Port Orange Development Group, INC.**, for the purposes expressed therein.


James A. DiGaetano




Notary Public
State of Florida, At Large

Date: September 2, 2005