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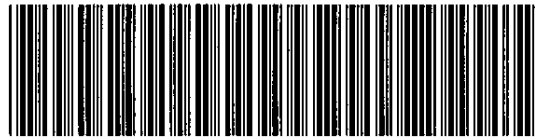
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DIVISION OF CORPORATIONS
08 MAR 17 PM 12:12

EP 3/18/08

**HAL SPENCE, P.A.
ATTORNEY AT LAW
221 N. CAUSEWAY
NEW SMYRNA BEACH, FL 32169-5239**

TELEPHONE: 386-427-5227

FACSIMILE: 386-423-3909

EMAIL: HSPENCEPA@AOL.COM

March 14, 2008

VIA FEDERAL EXPRESS

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: Marathon Alpacas and Fiber Mill Corp

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing fee and **one** certified copy. This document is being sent to you via Federal Express in order for the **corporate existence to commence as of the date of the acknowledgment of the Articles of Incorporation.**

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Hal Spence

HS/tm

Enclosures

ARTICLES OF INCORPORATION

OF

MARATHON ALPACAS AND FIBER MILL CORP.

FILED
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DIVISION OF CORPORATIONS

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Marathon Alpacas and Fiber Mill Corp.

Article 2. Address of principal office. The address of the principal office of the corporation and the mailing address of the corporation is 1982 State Road #44, New Smyrna Beach, FL 32168.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. 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.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hal Spence and the street address of the initial Registered Office of the Corporation is 221 N. Causeway, New Smyrna Beach, FL 32169.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Director

Samuel Groome

Director's Address

1982 State Road #44

New Smyrna Beach, FL 32168

Article 8. Incorporators. The name and address of each

Incorporator is as follows:

Incorporator

Samuel Groome

Incorporator 's Address

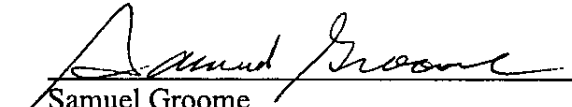
1982 State Road #44

New Smyrna Beach, FL 32168

Articles 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0123, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 13th day of March, 2008.



Samuel Groome

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared SAMUEL GROOME personally know to me or who produced a Florida driver's license as identification and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of March, 2008.

My commission expires:


Notary Public

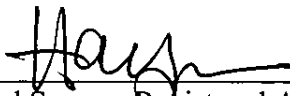


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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Marathon Alpacas and Fiber Mill Corp., which is contained in the foregoing Articles of Incorporation.

DATED this 14th day of March, 2008



Hal Spence, Registered Agent

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