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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 153468 113376A

AUTHORIZATION : *Patricia Pujut*

COST LIMIT : \$ 70.00

ORDER DATE : November 13, 1996

ORDER TIME : 11:29 AM

ORDER NO. : 153468-010

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CUSTOMER NO: 113376A

CUSTOMER: Mr. J. Marcus Vernon
MR. J. MARCUS VERNON

577 South Duncan Avenue

Clearwater, FL 34616

DOMESTIC FILING

NAME: ST. JAMES VENTURES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*11-18-96
KR*

FILED
96 NOV 13 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 13 PM 1:58
DIVISION OF INCORPORATION

FILED
96 NOV 13 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ST. JAMES VENTURES, INC.**

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

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be ST. JAMES VENTURES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principle place of business is currently 101 Philippe Parkway, Suite 300, Safety Harbor, Florida, 34695.

ARTICLE III - SHARES

The amount of the total authorized capital stock of this corporation shall be 10,000,000 shares of common stock, 0.001 par value, and 10,000,000 shares of preferred stock in one or more series with the rights, preferences, dividend, voting, and conversion features there of to be set by the Board of Directors from time to time in their sole discretion.

ARTICLE IV - BUSINESS ACTIVITY

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE V - PREEMPTIVE RIGHTS

No preemptive rights are to be granted to shareholders.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: J. Marcus Vernon, Attorney at Law, whose address is 577 South Duncan Avenue, Clearwater, FL 34616.

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is J. Marcus Vernon, Attorney at Law, whose address is 577 South Duncan Avenue, Clearwater, FL 34616.

ARTICLE VIII - OFFICERS

The affairs of the corporation shall be administered by the Officers designated in the Bylaws as shall be elected by the Board of Directors at its first meeting, following the first annual meeting.

ARTICLE IX - DURATION

The duration of this Association shall be perpetual.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation. With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of the corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders. The stockholders and directors shall have power to hold their meetings and keep the books, documents, and papers of the Corporation outside of the State of Florida at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, that the objects, purposes and powers specified in the

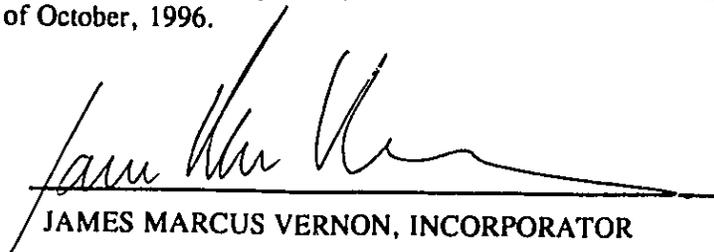
Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders in subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation, this 28th day of October, 1996.



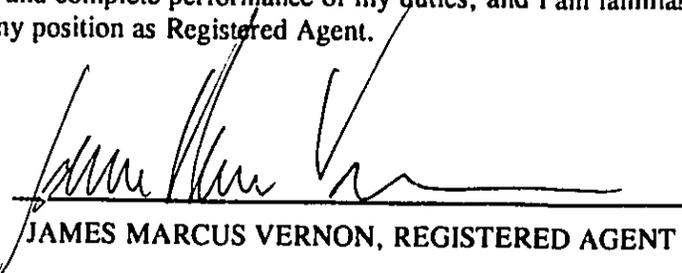
JAMES MARCUS VERNON, INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

ST. JAMES VENTURES, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 577 South Duncan Avenue, Clearwater, Florida, 34616, has named J. Marcus Vernon located at the above registered office, as its Registered Agent to accept service of process within this state.

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 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.



JAMES MARCUS VERNON, REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA