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TRANSMITTAL LETTER

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

FILED
97 SEP 23 PM 1:01
TALLAHASSEE, FLORIDA

SUBJECT: Equitable Enterprises, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50 for filing fee and certified copy.

FROM: K. E. Herold
7616 Southland Blvd., Suite #205
Orlando, FL 32809
(407) 858-0788

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P. 01-000001 SEP 25 1997

**ARTICLES OF INCORPORATION
OF
EQUITABLE ENTERPRISES, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **EQUITABLE ENTERPRISES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7616 Southland Blvd. Suite #205, Orlando, Florida 32809.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which this corporation is organized shall be:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

2. It is intended that his corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, fraternal benefit society, state fair or exposition business.

ARTICLE V - CAPITAL STOCK

1. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is **ONE MILLION (1,000,000)** shares of common stock having a par value of **ONE MIL** of a dollar (\$0.01) per share, of which only **TWO HUNDRED FIFTY THOUSAND (250,000)** shares of authorized stock shall have voting rights.

2. The corporation shall have the first right of refusal to buy back any outstanding shares issued, at par value.

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**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this corporation in the State of Florida will be 7616 SOUTHLAND BLVD. SUITE #205, ORLANDO, FLORIDA 32809. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is K. E. Herold. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

1. The initial number of Directors of this corporation shall be two (2).
2. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is: K. E. Herold, 7616 Southland Blvd. Suite #205, Orlando, Florida 32809.

ARTICLE IX - AMENDMENT TO 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 is subject to this reservation.

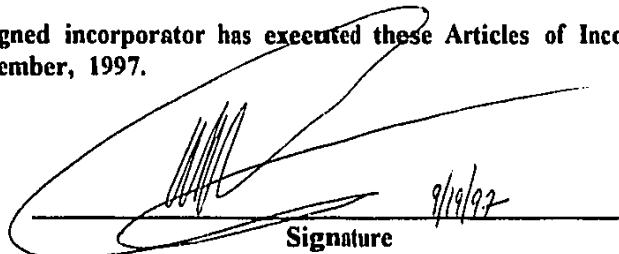
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director, or incorporator, or any former registered agent, officer, or director, to the full extent permitted by law.

ARTICLE XI - SHAREHOLDERS' PREEMPTIVE RIGHTS

Every shareholder of voting stock shall have the preemptive rights to purchase his share of the issuance of any class stock, including treasury stock, at the price offered in proportion to his holdings of stock.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of September, 1997.


Signature 9/19/97

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.**

- 1. The name of the corporation is Equitable Enterprises, Inc..**
- 2. The name and address of the registered agent and office is K. E. Herold at
7616 Southland Blvd., Suite #205, Orlando, Florida 32809.**

**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.**


Signature

9/19/97
Date

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