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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
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ACCT#: 110432003053

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NAME: MT. VERNON LAND CORP.

AUDIT NUMBER.....H98000009296

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 4

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
Mt. Vernon Land Corp.

Article II. Address

The mailing address of the Corporation is:
Mt. Vernon Land Corp.
c/o Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Sally N. Sawh | FL Bar Member 086436
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

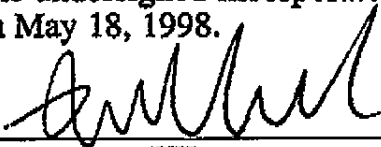
The name and address of the incorporator is:

Sally N. Sawh
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 18, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 18, 1998.



SALLY N. SAWH
by L.A. Uriarte as attorney-in-fact

Sally N. Sawh | FL Bar Member 086436
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Mt. Vernon Land Corp.

REGISTERED AGENT/OFFICE:

**Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**SALLY N. SAWH
by L.A. Uriarte as attorney-in-fact**

Date: May 18, 1998.

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