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August 20, 1998

800002623178--9  
-08/24/98--01066--008  
\*\*\*236.25 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

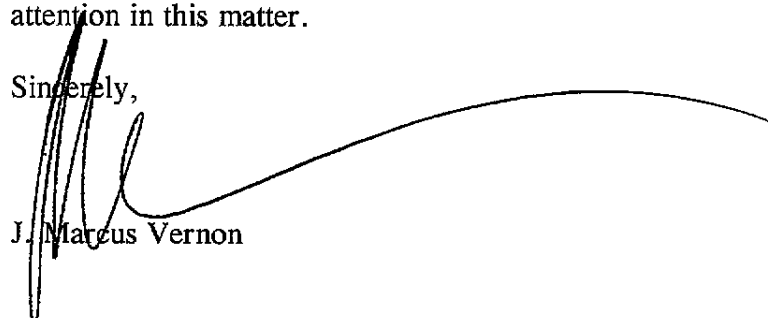
BY FEDERAL EXPRESS  
Air Bill: 803547400769

To Whom It May Concern:

Attached please find the articles of incorporation for three new corporations entitled Eclipse Land Holdings, Inc., Aurora Land Holdings, Inc., Madison Land Holdings, Inc.. Attached is a check in the amount of \$236.25 for the cost of filing and a certificate of status.

Please file these reports upon receipt on Friday, August 21, 1998. Thank you for your attention in this matter.

Sincerely,

  
J. Marcus Vernon

APPROVED  
AND  
FILED  
98 AUG 24 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 25 1998

APPROVED  
AND  
FILED

98 AUG 24 PM 12:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ECLIPSE LAND HOLDINGS, 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 ECLIPSE LAND HOLDINGS, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal office of the corporation is located at 1968 Bayshore Boulevard, Dunedin, FL, 34698.

**ARTICLE III - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 at a par value of \$.0001 per share.

**PREEMPTIVE RIGHTS**

No preemptive rights are to be granted to shareholders.

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Robert J. Kelly, Attorney at Law, whose address is 1968 Bayshore Boulevard, Dunedin, FL, 34698.

**ARTICLE V - INCORPORATOR**

The name and street address of the Incorporator is Robert J. Kelly, Attorney at Law, whose address is 1968 Bayshore Boulevard, Dunedin, FL, 34698.

### **ARTICLE VII - 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 VIII - DURATION**

The duration of this Association shall be perpetual.

### **ARTICLE IX - 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 name(s) and address(es) of the initial director(s) of this corporation are:

**Robert J. Kelly**

**1968 Bayshore Boulevard  
Dunedin, Florida, 34698**

### **ARTICLE X - 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 19th day of August, 1998.

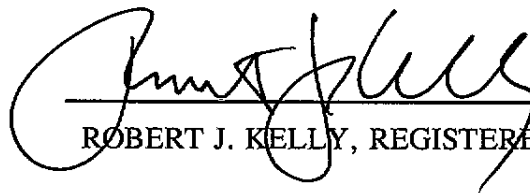
  
\_\_\_\_\_  
ROBERT J. KELLY, INCORPORATOR

**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.

ECLIPSE LAND HOLDINGS, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1968 Bayshore Boulevard, Dunedin, Florida, 34698, has named Robert J. Kelly 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.



ROBERT J. KELLY, REGISTERED AGENT

APPROVED  
AND  
FILED  
98 AUG 24 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA