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MR: THEOGENE DOWNS
C/O T.A.C.C.S.
4813 NW 183RD. STREET
MIAMI, FLORIDA 33056

City/

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
OCTAGON DEVELOPERS AND CONSULTANTS CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The Name of this corporation is **OCTAGON DEVELOPERS AND CONSULTANTS CORPORATION**

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is c/o T.A.C.C.S., 4813 NW 183rd Street, Miami, Florida 33056

ARTICLE V

Registered Office

The address of the initial registered office of the corporation is c/o T.A.C.C.S., 4813 NW 183rd Street, Miami, Florida 33056. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

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Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Steve Hooker, T.A.C.C.S., 4813 NW 183rd Street, Miami, Florida 33056.

ARTICLE VII

Directors

This corporation shall have not less than one (1) director. The names and addresses of the initial directors of this corporation are:

Theogene Downs
c/o T.A.C.C.S.
4813 NW 183rd Street
Miami, Florida 33056

Steve Hooker
c/o T.A.C.C.S.
4813 NW 183rd Street
Miami, Florida 33056

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock at \$1.00 (One US Dollar) par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Theogene Downs
c/o T.A.C.C.S.
4813 NW 183rd Street
Miami, Florida 33056

ARTICLE X

Directors' Liabilities and Rights


No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party of or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporations hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary of controlled company.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of August 1998.



Incorporator's Signature



Agent's Signature

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