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

1. Steve Friends Companies, Inc.
(Corporation Name) (Document #)
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<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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Examiner's Initials

12-7
WS

ARTICLES OF INCORPORATION
OF
STEVE FIELDS COMPANIES, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be STEVE FIELDS COMPANIES, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE AND DURATION

The corporation shall be deemed to commence its existence on the date of filing. The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

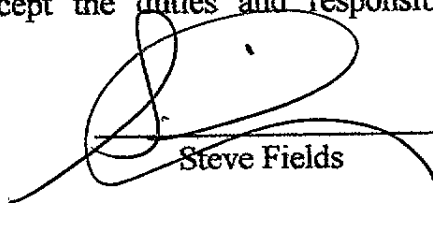
The aggregate number of shares which the corporation has authority to issue is six hundred (600) shares, all of which shall be common shares at a par value of one dollar (\$1.00).

ARTICLE V

REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 203 Peregrine Drive, Indiatlantic, Florida 32903. The principal office street address is the same. The mailing address of the corporation is P.O. Box 34071, Indiatlantic, Florida 32903. The name of the initial registered agent is Steve Fields.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation


Steve Fields

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ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors, consisting of at least one (1) director and no more than seven (7) directors. The initial Board of Directors shall consist of one (1) director, whose name and address is as follows:

Name	Address
Steve Fields	203 Peregrine Indiatlantic, Florida 32903

ARTICLE VII

OFFICERS

The corporation shall have officers as listed below:

Name	Address
Steve Fields	P.O. Box 34071 Indiatlantic, Florida 32903
Patricia Cunningham	P.O. Box 34071 Indiatlantic, Florida 32903

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Name	Address
Steve Fields	203 Peregrine Drive Indiatlantic, Florida 32903

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

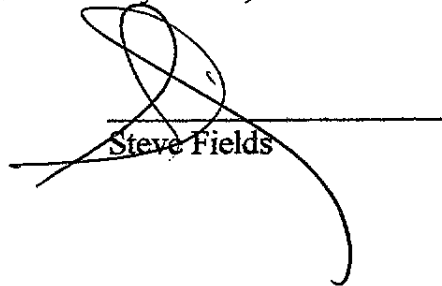
The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by unanimous vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of this corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a unanimous vote of all outstanding shares.

ARTICLE X
SHAREHOLDERS

The incorporator has subscribed to shares in the following amounts:

Name	# of Shares	Purchase Price
Steve Fields	300	\$ 300.00
Patricia Cunningham	300	\$ 300.00

IN WITNESS WHEREOF, I have subscribed my name, both this 19th day of November 1998.



Steve Fields

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Steve Fields, to me known to be the person who executed and subscribed the foregoing Article of Incorporation, and who acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 18th day of November, 1998.



Stephanie R. Glisson
Notary Public
State of Florida at Large

My Commissions Expires: 4/18/99