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Cape Mining, Inc.
715 Eldorado Parkway, West
Cape Coral, Florida 33914-7248

Date: April 22nd, 1999

Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

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-05/03/99--01139--016
****122.50 *****78.75

SUBJECT:

Articles of Incorporation

Enclosed, please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of \$122.50, to cover filing costs and a certified copy.

FROM:

Cape Mining, Inc.
715 Eldorado Parkway, West
Cape Coral, Florida 33914-7248

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of

Cape Mining, Inc.

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

ARTICLE I. NAME

The Name of the Corporation shall be:

Cape Mining, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**Cape Mining, Inc.
715 Eldorado Parkway, West
Cape Coral, Florida 33914-7248**

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Non assessable Two Thousand (2,000) shares of Class A Common Stock at No Par Value.

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ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

Thomas C. Welch
715 Eldorado Parkway, West
Cape Coral, Florida 33914-7248

ARTICLE V. INCORPORATOR'S

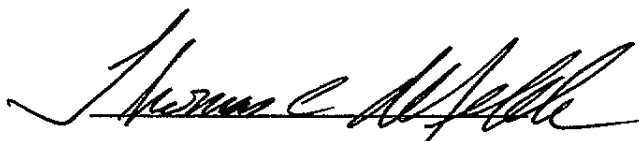
The name and street address of the incorporator's to these Articles of Incorporation are:

Thomas C. Welch
715 Eldorado Parkway, West
Cape Coral, Florida 33914-7248

Joseph M. Petruzelli
4819 S. W. 5th Place
Cape Coral, Florida 33914

The undersigned incorporator's have executed these Articles of Incorporation this 22nd day of April, 1999.

Signatures of Incorporator's:


Thomas C. Welch


Joseph M. Petruzelli

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the 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:

Cape Mining, Inc.

2. The name and address of the registered agent and office is:

Thomas C. Welch
715 Eldorado Parkway, West
Cape Coral, Florida 33914-7248

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 HEARBY 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: _____

Thomas C. Welch
Registered Agent

Date: April 22nd, 1999

REGISTERED AGENT

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