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9283-2 SAN JOSE BOULEVARD
JACKSONVILLE, FLORIDA 32257

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LEGAL ASSISTANT

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P 99000050198

May 18, 1999

Division of Corporation
P.O. Box 6327
Tallahassee, FL. 32314

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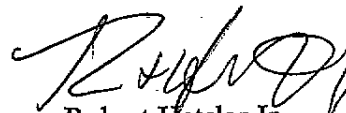
*****70.00 *****70.00

Re: Ishmael Enterprises Inc.

To Whom it May Concern:

Please find enclosed a check made payable to the Division of Corporations in the amount of Seventy Dollars (\$70.00). Please file these Articles with your office. If you have any questions please feel free to call me at the above telephone number.

Very truly yours,



Robert Hetsler Jr.
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

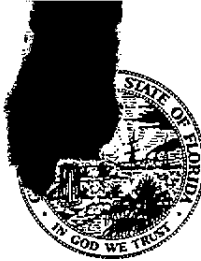
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 24, 1999

ROBERT HETSLE JR
9283-2 SAN JOSE BLVD
JACKSONVILLE, FL 32257

SUBJECT: ISHMAEL ENTERPRISES, INC.
Ref. Number: W99000012008

FILED
99 MAY 28 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ISHMAEL ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 399A00028427

**ARTICLES OF INCORPORATION
OF
ISHMAEL ENTERPRISES, INC**

FILED
99 MAY 28 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME AND CORPORATE STATUS

The name of the corporation is **ISHMAEL ENTERPRISES, INC**

II. TERM OF EXISTENCE

This corporation is to have perpetual existence.

III. NAME AND ADDRESS OF REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

Michael M. Naughton
9283-2 San Jose Blvd.
Jacksonville, Florida 32257

IV. PURPOSE

The purpose of the Corporation is for all legal purposes.

V. STOCK

This Corporation shall have authority to issue 500 shares of capital stock.

VI. NAMES AND MAILING ADDRESSES OF INCORPORATORS

The name and address of each incorporator is as follows:

1. Andre M. Thomas, President
P.O. Box 441192
Jacksonville, Florida 32222-1192
2. Marlon L. Penn, Vice President
1891 English Ct.
Virginia Beach, VA 23454

VII. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To authorize and supervise all activities of the Corporation, consistent with the purposes of the Corporation set forth herein.

The two incorporators named in these Articles of Incorporation shall serve as the initial Board of Directors of the Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.

VIII. INDEMNIFICATION

To the maximum extent permitted by law, no Director of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

That the Corporation shall, to the maximum extent permitted by law, indemnify the incorporators for all acts in incorporating this corporation as discussed in the previous paragraph.

* * * * *

THE UNDERSIGNED, the undersigned subscriber has executed these Articles of Incorporation, this 18th day of May 1999.

Andre M. Thomas
Mr. Andre M. Thomas, Incorporator

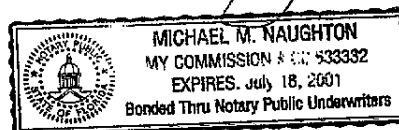
STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 18th day of May, 1999, personally appeared the above incorporators, to me known to be the identical persons who executed the within and foregoing Articles of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

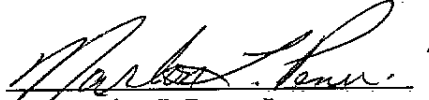
Michael M. Naughton
NOTARY PUBLIC

SEAL

My Commission Expires:

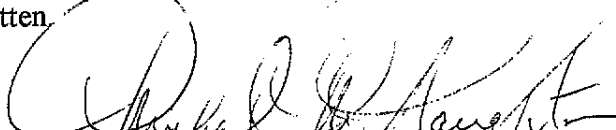


THE UNDERSIGNED, the undersigned subscriber has executed these Articles of Incorporation, this 18th day of May 1999.


Mr. Marlon L Penn, Incorporator

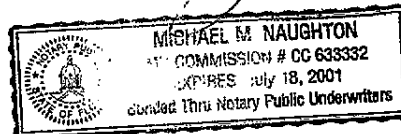
STATE OF FLORIDA)
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NOTARY PUBLIC

SEAL

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 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.

1. The name of the corporation is: Ishmael Enterprises Inc.

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

Michael M. Naughton
(Name)

9283-2 San Jose Blvd
(P.O. Box NOT acceptable)

Jacksonville, FL 32257
(City/State/Zip)

FILED
99 MAY 28 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE

Michael M. Naughton

DATE

6.1.99