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June 18, 1999

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Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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-06/22/99-01056--005
*****78.75 *****78.75

Re: CANAVERAL VENTURES, INC.

Dear Sir or Madam:

Enclosed are a signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to this office.

Thank you in advance for your assistance. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Daniel F. Mantzaris

DFM/vn
Enclosure

FILED
99 JUN 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-24
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FILED
99 JUN 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CANAVERAL VENTURES, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of the corporation is:

**CANAVERAL VENTURES, INC.
13530 Mallard Crossing Street
Orlando, Florida 32837**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered agent of the corporation shall be **332 North Magnolia Avenue, Orlando, Florida**, and the name of the initial registered agent of the corporation at that address is **Daniel F. Mantzaris**.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) Directors, initially. The name and street address of the initial members of the Board of Directors are:

Sean Purcell
13530 Mallard Crossing Street
Orlando, Florida 32837

Alice Nielsen
315 Buchanon Avenue, #101
Cape Canaveral, FL 32920

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:


Sean Purcell
Alice Nielsen

President/Treasurer
Vice-President /Secretary

ARTICLE VIII - INCORPORATOR

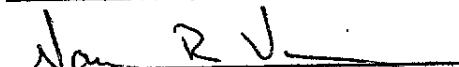
The name and address of the incorporator is SEAN PURCELL, 13530 Mallard Crossing St., Orlando, Florida 32837.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the 18TH day of June, 1999.


SEAN PURCELL

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of June, 1999, by SEAN PURCELL, who is personally known to me or who has provided Florida Driver's License as identification, and who did take an oath.


Notary Public Signature

Notary Public Printed Name
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for
CANAVERAL VENTURES, INC.



Daniel F. Mantzaris
Registered Agent

FILED
99 JUN 22 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FL 32399