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FLORIDA PROFIT CORPORATION OR P.A.

Houser Investments, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
HOUSER INVESTMENTS, INC.**

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

**ARTICLE I
NAME**

The name of the corporation is HOUSER INVESTMENTS, INC., (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 9465 Bay Drive, Miami Beach, Florida 33154.

**ARTICLE III
CAPITAL STOCK**

- a. The total number of shares of stock that the Corporation shall have authority to issue is Twenty-Five Million (25,000,000), consisting of Twenty Million (20,000,000) shares of Common Stock with a par value of One-Tenth of One Cent (\$0.001) per share and Five Million (5,000,000) shares of Preferred Stock with a par value of One-Tenth of One Cent (\$0.001) per share.
- b. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock upon all matters presented to the shareholders.

Prepared by:
Bradley D. Houser
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 072729

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- c. Shares of Preferred Stock may be issued from time to time in one or more series. Subject to any limitations prescribed by the laws of the State of Florida, the Board of Directors is expressly authorized, prior to the issuance of any series of Preferred Stock, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designation, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the law of the State of Florida, the Board of Directors is expressly authorized to determine with respect to each series of Preferred Stock:
- i. the distinctive designation of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares then outstanding, or may be increased by the Board of Directors unless otherwise provided in creating such series) constituting such series;
 - ii. the rate and time at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative, or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;
 - iii. the right, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;
 - iv. the rights and preferences, if any, of the holders of shares of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which amount may vary depending upon whether such liquidation, dissolution, or winding up is voluntary or involuntary, and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;
 - v. the voting powers, if any, of the holders of shares of such series which may, without limiting the generality of the foregoing, include (A) the general right to vote (or more or less than one vote) per share on

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every matter (including, without limitation, the election of directors) voted on by the shareholders without regard to class and (B) the limited right to vote, as a series by itself or together with other series of Preferred Stock or together with all series of Preferred Stock as a class, upon such matters, under such circumstances and upon such conditions as the Board of Directors may fix, including, without limitation, the right, voting as a series by itself or together with other series of Preferred Stock or together with other series of Preferred Stock as a class, to elect one or more directors of the Corporation in the event one or more directors of the Corporation in the event there shall have been a default in the payment of dividends on any one or more series of Preferred Stock;

- vi. the times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount which the holders of shares of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;
- vii. the limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class of shares ranking junior, either as to dividends or upon liquidation, to the shares of such series;
- viii. the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and
- ix. any other relative powers, preferences and participating, option or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series; in each case, so far as not inconsistent with the provisions of the Articles of Incorporation or the law of the State of Florida. All shares of Preferred Stock shall be identical and of equal rank except as to the particulars that may be fixed by the Board of Directors as provided above, and all shares of each series of Preferred Stock shall be identical and of equal rank except as to the dates from which cumulative dividends, if any, thereon shall be cumulative.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

ARTICLE V
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Bradley D. Houser, Akerman, Senterfitt & Eidson, P.A., One S.E. Third Avenue, Miami, Florida 33131.

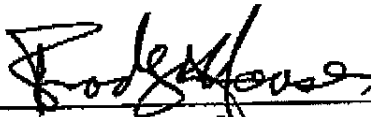
ARTICLE VI
INITIAL DIRECTOR

The name and street address of the individual who is to serve as the initial director of the Corporation is: Bradley D. Houser, 9465 Bay Drive, Miami Beach, Florida 33154.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of November, 1999.



Bradley D. Houser, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Houser Investments, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 10th day of November, 1999.

American Information Services, Inc.

By: Mary Lee Liggett
Mary Lee Liggett, Vice President

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