TALLAHASSEE, FLORIDA

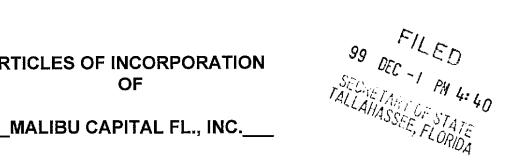
TRANSMITTAL LETTER

500003057805--3 -12/01/99--01062--006 ****122.50 ******78.75

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

SUBJECT:MALIBU CAPITAL FL., INC	
Enclosed is our original and one (1) copy of the Articles of Incorporation and our check for\$122.50	
FROM:STEVEN A. JONES	
337 MINNESOTA AVE	
ST. CLOUD, FL. 34769	
(407) 892-6988	

ARTICLES OF INCORPORATION OF



The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

"MALIBU CAPITAL FL., INC."

ARTICLE II PRINCIPLE OFFICES

337 MINNESOTA AVE. ST. CLOUD, FL. 34769

ARTICLE III DURATION

The period of its duration is perpetual.

ARTICLE IV **PURPOSE**

The purpose of this corporation is to engage in activities or business permitted under the laws of the United States of America and the State of Florida. The purpose of the corporation shall not be limited, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporation objectives. The initial purpose of the corporation is property development.

ARTICLE V SHARES OF COMMON STOCK

The corporation is authorized to issue one hundred (100) shares of stock at "no-par" value

ARTICLE VI **INITIAL REGISTER AGENT & ADDRESS**

Thomas C. Dalton 7818 Indian Ridge Trail S. Kissimmee, Fl. 34747

ARTICLE VII MANNER OF ELECTION OF OFFICERS & DIRECTORS

Election shall be by plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

OFFICERS President Steven A. Jones, 337 Minnesota Ave., St. Cloud, Fl. 34769

Vice-Pres. Thomas C. Dalton, 7818 Indian Ridge Tr. S., Kissimmee, Fl. 34747

ARTICLE VIII INCORPORATORS

Steven A. Jones SS# 384-82-0455 Thomas C. Dalton SS# 178-52-7990

ARTICLE IX AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the laws of this corporation and pursuant to Section 607.014, Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigne of Incorporation this _24 day of	d Incorporator(s) has executed these Articles
Steven A. Jones Jour	
Phones C. Dalton Thomas C. Dalton	
STATE OF FLORIDA COUNTY OF <u>Osciola</u>	
The foregoing instrument was acknowledged before to Steven A. Jones & Thomas C. Da who produced	ne this 24 day of November 19 99 by How who is (1) personally known to me, or () as identification and who acknowledged
before me that he/they executed this instrument.	<u> </u>
Notary Public State of Florida	ROBERT D. MOSCHL My Comm Exp. 12/19/9 Bonded By Service Ins

No. CC514698

[Personally Known [] Other 1 P

CERTIFICATE OF DESIGNATION REGISTERED AGENT & OFFICE

Pursuant to the provisions of section 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 Agent and Office, in the State of Florida.

1.	The name of the corporation is:MALIBU CAPITAL FL., INC
2.	The name and address of the Registered Agent and Office is:
	THOMAS C. DALTON
	7818 INDIAN RIDGE TR. S
	KISSIMMEE, FL. 34747

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF DESIGNATION 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

11-24-99

Date