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DENNIS D. COLE

Attorney and Counselor at Law

2519 McMullen Booth Road

510-308

Clearwater, Florida 33761

Telephone: (727) 723-7463

Facsimile: (801) 858-9796

Email: ddcole100@aol.com

Admitted: Indiana Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: 1000 HILLS, INC.

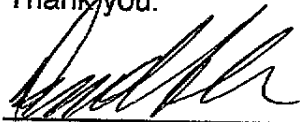
Enclosed is an original and one (1) copy of the articles of incorporation of 1000 Hills, Inc. and a check for \$78.75 for Filing Fee, Registered Agent Fee and Certificate.

Please send all correspondence to:

Dennis D. Cole
2519 McMullen Booth Road
510-308
Clearwater, FL 33761

Daytime telephone number: 727-723-7463

Thank you.



Dennis D. Cole

Enclosures

cc: Stephen P. Coleman, Esq.

8-16-01
WCC

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
1000 HILLS, INC.

The undersigned, for the purpose of forming a for-profit corporation under the Florida Business Corporation Act, F.S. Chapter 607, hereby makes, acknowledges and files the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

1000 Hills, Inc.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the corporation shall be:

1000 Hills, Inc.
2265 Ranchette Lane
Palm Harbor, FL 34683

ARTICLE III - PURPOSE OF CORPORATION

The purpose for which the corporation is formed is to engage in any lawful acts or activities for which corporations may be formed under the Florida Business Corporations Act, F.S. Chapter 607.

ARTICLE IV - SHARES

The corporation shall have the authority to issue Ten Million (10,000,000) shares of common stock with a par value of \$0.001 per share and Five Million (5,000,000) shares of preferred stock with a par value of \$0.001 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the corporation in the State of Florida is:

David P. Yates
2265 Ranchette Lane
Palm Harbor, FL 34683

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have one (1) member, whose name and address is as follows:


David P. Yates
2265 Ranchette Lane
Palm Harbor, FL 34683

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

ARTICLE VII - INCORPORATOR

The incorporator of this corporation is David P. Yates, whose street address is 2265 Ranchette Lane, Palm Harbor, FL 34683.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these articles of incorporation on the 11th day of July, 2001.


David P. Yates
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.

Dated: July 11, 2001



David P. Yates
Registered Agent