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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

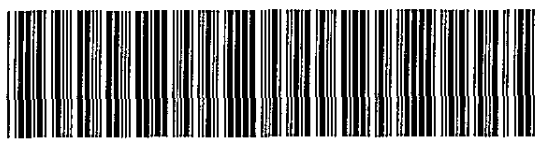
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/05/04--01036--002 **78.75

FILED
04 APR -5 PM 4:22
SEC. OF STATE
TALLAHASSEE, FLORIDA

**The Law Offices of
Linster E. Brinkley, Jr., P.A.
2350-N 34th Street North, Suite 110
Saint Petersburg, Florida 33713
Telephone (727) 322-9400 - Fax (727) 321-1715**

March 31, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

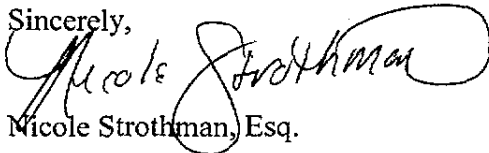
RE: R2D2 Ventures, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation R2D2 Ventures, Inc. and a check in the amount of \$78.75.

We appreciate your assistance and look forward to receiving the certificate of incorporation.

Sincerely,

A handwritten signature in black ink that reads "Nicole Strothman". The signature is written in a cursive style with a large, looping flourish at the end.

Nicole Strothman, Esq.

encls.

cc: Client.

TRANSMITTAL LETTER

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

SUBJECT: R2D2 Ventures, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Nicole Strothman, Esq.
Name (Printed or typed)

2350 N 34th Street North, ste. 110
Address

St. Petersburg, FL 33713
City, State & Zip

727-322-9400 727-321-1715 fax
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
R2D2 VENTURES, INC.**

FILED
04 APR -5 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is R2D2 Ventures, Inc. and its principal office is at 3643 Zion Park Court, Naples, FL 34116.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand, all of which shall be common shares with no par value.

ARTICLE FIVE

The corporation will not commence business until the issuance of certificate of incorporation, and it has received for the issuance of shares in consideration of the value of \$1000.00 consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of the initial registered office is 2350-N 34th Street, Suite 110, St. Petersburg, Florida 33713, and the name of the initial registered agent at such address is Nicole D. Strothman, Esq.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Rosa M. Bloch 3643 Zion Park Court, Naples, FL 34116

Douglas A. Bloch 3643 Zion Park Court, Naples, FL 34116

ARTICLE EIGHT

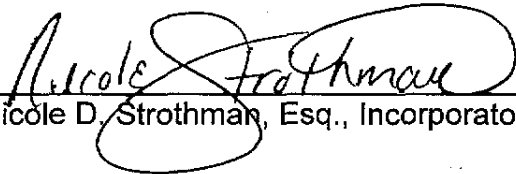
The Board of Directors is empowered to make, alter, or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

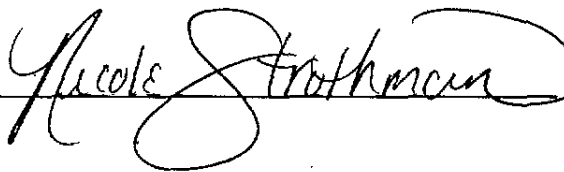
The name and address of the incorporator is Nicole D. Strothman, Esq., 2350-N 34th Street North, Suite 110, St. Petersburg, FL 33713.

ARTICLE TEN

The powers of the incorporator cease upon filing the Articles of Incorporation.

Signed by:  Date: 3/31/04
Nicole D. Strothman, Esq., Incorporator

I, Nicole D. Strothman, Esq., hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Signed by:  Date: 3/31/04