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FILED

In the Office of the Secretary of State
of the State of California

OCT 21 2002

**ARTICLES OF INCORPORATION
OF
TORREY PINES INVESTMENT, INC.**


BILL JONES, Secretary of State

ARTICLE I - NAME. The name of this corporation is TORREY PINES INVESTMENT, INC.

ARTICLE II - PURPOSE. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III - INITIAL AGENT FOR SERVICE OF PROCESS. The name and address in this state of this corporation's initial agent for the service of process is: Yuri Nikolsky, 12622 Torrey Bluff Drive, #346, San Diego, California 12130.

ARTICLE IV - CORPORATE SHARES. This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total number of such shares authorized to be issued is 1,000,000 shares.

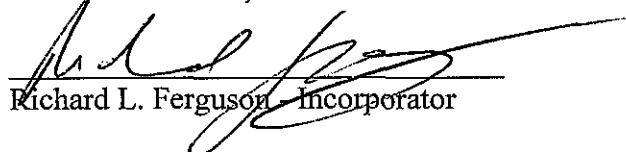
ARTICLE V - LIABILITY. The liability of the Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through by-law provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for the breach of duty to the Corporation and its shareholders.

The corporation is further authorized to provide insurance for agents as set forth in Section 317 of the California Corporations Code, provided that, in cases where the Corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

Dated/October 16, 2002


Richard L. Ferguson - Incorporator