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Division of Corporations

F03 0000003083

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Black Diamond Group, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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BLACK DIAMOND GROUP, INC.
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Deanna Voss, Vice President and Secretary of Black Diamond Group, Inc., do hereby certify that this Resolution of the Board of Directors of Black Diamond Group, Inc., a corporation duly organized and existing under the laws of the State of Delaware was duly adopted on June 20, 2003.

"RESOLVED, that Black Diamond Group, Inc., organized and existing in the State of Delaware hereby adopts the name 'Black Diamond Group, Inc. a Delaware Corporation' for use in Florida."

Dated: June 20, 2003.

(SEAL)


Deanna Voss
Vice President and Secretary

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SUPREME COURT
OF THE STATE OF
FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Black Diamond Group, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. PENDING
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 20, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3505 Silverside Road, 206 Plaza Centre Building, Wilmington, Delaware 19810
(Principal office address)

100 North Tampa St., Suite 3675, Tampa, FL 33602
(Current mailing address)

8. Holding Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: C. T. Corporation System
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: and Chief Executive Officer: Robert RothmanAddress: 100 North Tampa St., Suite 3675, Tampa, FL 33602Vice Chairman: N/A

Address: _____

Director: Kim P. BuchananAddress: 100 North Tampa St., Suite 3675, Tampa, FL 33602

Director: _____

Address: _____

B. OFFICERS

President: and Chief Operating Officer: Kim P. BuchananAddress: 100 North Tampa St., Suite 3675, Tampa, FL 33602Vice President: Senior Vice President: Charles L. BealeAddress: 100 North Tampa St., Suite 3675, Tampa, FL 33602Secretary: Vice President & Secretary: Deanna VossAddress: 3505 Silverside Road, 206 Plaza Centre Building, Wilmington, Delaware 19810Treasurer: Kim P. BuchananAddress: 100 North Tampa St., Suite 3675, Tampa, FL 33602

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Deanna Voss
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Deanna Voss, Vice President and Secretary

(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

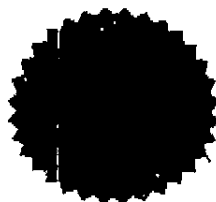
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLACK DIAMOND GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2487583

DATE: 06-23-03