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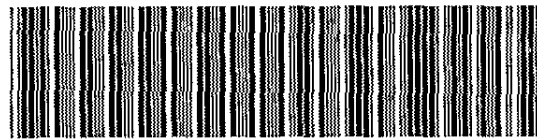
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN OCT 19 2005

DAVID M. BOVI, P.A.

David M. Bovi
Counselor At Law
LL.M. Securities Regulation

Phone (561) 655-0665
Fax (561) 655-0693

The Comeau Building
319 Clematis Street • Suite 700
West Palm Beach, FL 33401
dmbpa@bellsouth.net

October 12, 2005

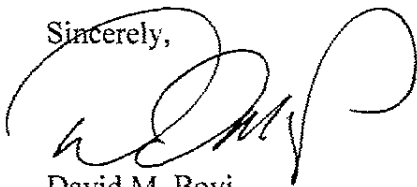
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Black Star Oil & Gas, LLC

Enclosed are the original and one copy of the articles of organization for the above-named proposed Florida Limited Liability Company. Also enclosed is a check in the amount of \$125.00, representing the filing fees for the proposed Florida Limited Liability Company.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis Street, Suite 700
West Palm Beach, FL 33401
Tel: 561-655-0665

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BLACK STAR OIL & GAS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Black Star Oil & Gas, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company are 2200 Lauderdale Court, Orlando, Florida 32805.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida are David M. Bovi, P.A., 319 Clematis Street, Suite 700, West Palm Beach, Florida 33401.

ARTICLE V -- CAPITAL CONTRIBUTIONS

Each member shall make capital contributions to the Company only upon the affirmative vote of a majority of the managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

The Company may admit additional members upon the affirmative vote of a majority of the managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the operating agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

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ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of all of the members of the Company.

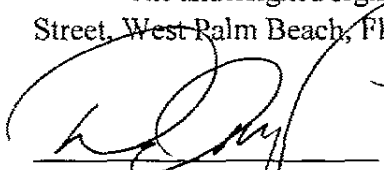
ARTICLE VIII -- MANAGEMENT

The overall management and control of the business and affairs of the Company shall be vested in its members in accordance with these Articles of Organization and F.S. 608.407. Any and all action by the Company shall require the vote of members holding a majority interest in the Company. The initial member of the Company shall be Donald Stevens, whose mailing address and street address are 2200 Lauderdale Court., Orlando, Florida 32805.

ARTICLE IX -- RETURN OF CAPITAL

No member shall have the right to demand return of his, her or its contribution to capital except as provided in the operating agreement then in existence.

The undersigned organizer has made and subscribed these articles of organization at 319 Clematis Street, West Palm Beach, Florida 33401, Florida, on October 12, 2005.


David M. Bovi, President
David M. Bovi, P.A.,
Authorized Representative

Sworn to and subscribed before me on October 12, 2005 by David M. Bovi.

Notary Public - State of Florida


Cheryl Rummings



Cheryl A. Rummings
My Commission DD212748
Expires May 14, 2007

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TALLAHASSEE, FLORIDA

Personally Known X or Produced Identification

Type of Identification Produced
(Seal)

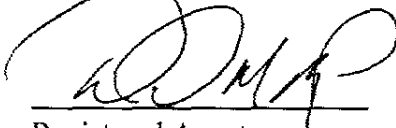
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Black Star Oil & Gas, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Black Star Oil & Gas, LLC.
2. The name and street address of the registered agent in Florida are: David M. Bovi, P.A., 319 Clematis Street, Suite 700, West Palm Beach, Florida 33401.

The undersigned, being the person named in the articles of organization of Black Star Oil & Gas, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated: October 12, 2005



Registered Agent,
David M. Bovi, President
David M. Bovi, P.A.

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