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February 22, 2000

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Articles of Incorporation for "Black Beauty Express, Inc."

To whom it may concern:

Enclosed please find Articles of Incorporation for "Black Beauty Express, Inc." I have also enclosed a check in the amount of \$70.00 for the filing fee of same.

Once the Articles have been filed, kindly forward the confirmation to the following address:

**Arturo Ricondo
1465 N.E. 121st Street
Apt. B-302
North Miami, Florida 33161**

If you should need any further information, please contact me at (305) 893-5339.

Sincerely,

Arturo Ricondo

FILED
00 MAR 14 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thompson MAR 14 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2000

ARTURO RICONDO
1465 NE 121ST ST., APT. B-302
NORTH MIAMI, FL 33161

SUBJECT: BLACK BEAUTY EXPRESS, INC.
Ref. Number: W00000005664

We have received your document for BLACK BEAUTY EXPRESS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 600A00011591

ARTICLES OF INCORPORATION

OF

BLACK BEAUTY EXPRESS, INC.

ARTICLE I

The name of the corporation is **BLACK BEAUTY EXPRESS, INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is *c/o Arturo Ricondo, 1465 N.E. 121st Street, Apt. B-302, North Miami, Florida 33161.*

ARTICLE III

This Corporation shall have authority to issue One Thousand (1000) shares of Common Stock having a par value of *\$0.01* per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is *1465 N.E. 121st Street, Apt. B-302, North Miami, Florida 33161* and the name of its initial registered agent at such office is **Arturo Ricondo**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are two (2), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successor are duly elected and qualified are:

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00 MAR 14 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arturo Ricondo
Shirley Deleon
1465 N.E. 121st Street
Apt. B-302
North Miami, Florida 33161


ARTICLE VII

The name of the Incorporator is Arturo Ricondo and the address of the Incorporator is *1465 N.E. 121st Street, Apt. B-302, North Miami, Florida 33161.*

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 17th day of February, 2000.



Arturo Ricondo, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **BLACK BEAUTY EXPRESS, INC.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Dated: February 17, 2000



ARTURO RICONDO