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CHESSEY, WINGARD, BARR & FLEET, P.A.

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June 27, 2000

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

100003316351--9  
-07/07/00--01066--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Black Sheep Technologies, Inc.

To whom it may concern:

Enclosed you will find the original Articles of Incorporation for Black Sheep Technologies, Inc., to be filed with your office along with a check in the amount of \$78.75, for Filing Fees, Designation of Registered Agent and a certified copy. Once filed please return the certified copy to this office at the address above. If you have any questions, feel free to contact me.

Sincerely yours,



Mandy J. Hilbert  
Legal Assistant for H. Bart Fleet

/mh  
Enclosures (2)  
cc: Darren Boisjolie

T:\Mandy\Black Sheep Technologies Corporation\Sec of State.ltr.wpd

FILED  
00 JUL -7 AM 7:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-12  
MC

ARTICLES OF INCORPORATION  
OF  
BLACK SHEEP TECHNOLOGIES, INC.

FILED  
00 JUL -7 AM 7:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE  
CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is BLACK SHEEP TECHNOLOGIES, INC. and its principal office and mailing address 1 Eleventh Avenue, Suite 2, Shalimar, FL 32579.

ARTICLE TWO  
NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain an e-commerce business.

ARTICLE THREE  
CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR  
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

## ARTICLE FIVE

### REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1201 Eglin Parkway, Shalimar, Florida 32579.

The registered agent is H. BART FLEET.

## ARTICLE SIX

### BOARD OF DIRECTORS

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Board of Directors of the corporation are as follows:

Darren Boisjolie 382 Jasmine Avenue Valparaiso, FL 32580	Director
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Irma Tucker 321 Lynn Wood Circle Decatur, AL 35603	Director
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The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

## ARTICLE SEVEN

### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT  
REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE  
SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN  
INCORPORATOR

The name and address of the incorporator is :

H. Bart Fleet  
1201 Eglin Parkway  
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles

on this 5<sup>th</sup> day of July, 2000.

  
H. BART FLEET, Incorporator

#### ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared H. BART FLEET, Incorporator, for the purpose of lawfully executing these Articles of Incorporation on this 5<sup>th</sup> day of July, 2000 who is personally known to me.

  
Notary Public

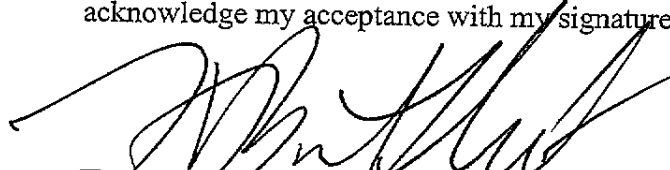
My Commission Expires:



Mandy J Hilbert  
My Commission CC948572  
Expires January 19, 2002

#### ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 5<sup>th</sup> day of July, 2000.

  
H. BART FLEET, Registered Agent