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OF COUNSEL

*ALSO ADMITTED IN MICHIGAN
**ALSO ADMITTED IN SOUTH CAROLINA
Δ ALSO ADMITTED IN DISTRICT OF COLUMBIA

WRITER'S DIRECT LINE:

October 4, 2000

800003416708--2
-10/06/00--01058--013
*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

FILED
00 OCT 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **BLUEFISH CORP**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<u>35.00</u>
	\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.

Maggie Bush
Margaret E. Bush, Secretary to
Warren E. Avis, Jr.

Enclosures

W-24394
gj 10/9



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2000

MARGARET E. BUSH
AVIS & AVIS, P.A.
125 WORTH AVE., STE. 221
PALM BEACH, FL 33480

SUBJECT: BLUEFISH CORP.
Ref. Number: W00000024394

We have received your document for BLUEFISH CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 000A00053201

ARTICLES OF INCORPORATION

OF

BLUEFISH MARKETING, INC.

FILED
00 OCT 13 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, STEPHEN D. SIMS, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: BLUEFISH MARKETING, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

222 Clematis Street, Suite 207
West Palm Beach, Florida 33401

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

STEPHEN D. SIMS
222 Clematis Street, Suite 207
West Palm Beach, Florida 33401

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

STEPHEN D. SIMS
222 Clematis Street, Suite 207
West Palm Beach, Florida 33401

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office the first year of the Corporation's existence or until his successor is elected, is:

STEPHEN D. SIMS
222 Clematis Street, Suite 207
West Palm Beach, Florida 33401

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Palm Beach, Florida, for the uses and purposes aforesaid, on this 11TH day of October, 2000.

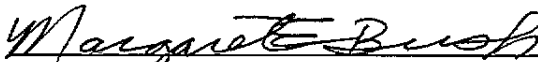


STEPHEN D. SIMS

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

Before me personally appeared **STEPHEN D. SIMS**, to me well known to be the person described and who produced PASSPORT as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that **HE** made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach, Florida, this 11TH day of OCTOBER, 2000.

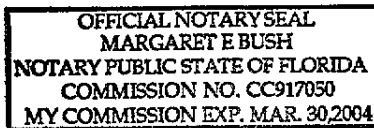


Notary Public, State of Florida at Large

MARGARET E. BUSH

Print Name of Acknowledger

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BLUEFISH MARKETING, INC.

2. The name and address of the registered agent and office is:

**STEPHEN D. SIMS
222 Clematis Street, Suite 207
West Palm Beach, Florida 33401**


FILED
00 OCT 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 

TITLE INCORPORATOR

DATE 10-11-00

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
STEPHEN D. SIMS

DATE 10-11-00