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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.

*Margaret E. 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.

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**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.

*[Handwritten Signature]*

STEPHEN D. SIMS

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

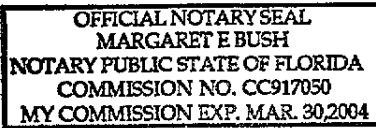
Before me personally appeared **STEPHEN D. SIMS**, to me well known to be the person described and who produced PASSPORT as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that **HE**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

*Margaret E. Bush*  
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