

TRANSMITTAL LETTER

P02000061027

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

FILED
02 JUN -3 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: BLACKWATER HOLDINGS, INC.
(Proposed corporate name - must include suffix)

400005666194--1
-06/04/02--01003--006
****157.50 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Steve Rusick
Name (Printed or typed)

117 Drewson Dr.
Address

Crestview, FL. 32536
City, State & Zip

850 305 4699
Daytime Telephone number

RECEIVED
02 JUN -3 PM 3:19
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION
OF
BLACKWATER HOLDINGS, INC.

FILED
02 JUN -3 PM 3:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, submit this Certificate for the purpose of becoming a body corporate under the laws of the State of Florida and do hereby certify, make, subscribe, acknowledge and file in the office of the Secretary of State of Florida this certificate.

ARTICLE I
NAME

The name of this corporation is;

BLACKWATER HOLDINGS, INC.

ARTICLE II
OBJECTS AND PURPOSES

The general nature of the business to be transacted shall be to engage in any and all legitimate businesses which can be conducted by a corporation under the Statutes of the State of Florida.

ARTICLE III
DURATION

This Corporation shall exist perpetually and its existence shall cease only upon its lawful dissolution.

ARTICLE IV
AUTHORIZED SHARES, ETC.

Shareholders shall have preemptive rights. Fractional shares may be issued. No transfer of any of the shares of this corporation shall be binding upon it unless a transfer is made in accordance with the Articles of Incorporation and the By-laws of this corporation and recorded in the books thereof.

The total authorized number of shares in this corporation shall be as follows:

1,000 Shares of Capital Stock, no par value.

The capital stock of this corporation may be reduced by purchase and/or redemption of said shares from the stockholders, or those shares that may from time to time be held as treasury stock, by a vote of a majority of the members of the Board of Directors of the corporation. The consideration for such reduction and/or redemption shall be determined by a majority of the members of the Board of Directors. Such

reduction and/or redemption may be effected by the use of money or other property representing capital assets or borrowed money of the corporation provided that after the reduction of the capital stock is duly effected, the actual value of the assets of the corporation shall still exceed the amount of its debts and liabilities plus the amount of its capital stock so reduced.

No transfer of shares of this corporation by any share-holder shall be binding unless the said shareholder first offer said shares to the corporation to be purchased at fair market value, which shall have a right of first refusal to the shares; and, further, no transfer shall be binding upon the corporation unless an offer of sale has been made to the remaining shareholders at fair market value. In the event the corporation declines to purchase said shares, said shareholders having a second right of refusal to any transfer. Notice of any sale or other disposition shall be given to the corporation and the shareholders, who will have the right to purchase said shares as provided herein within 60 days of the written Notice.

Notwithstanding any other provisions of these articles, the corporation may purchase its own shares out of surplus available for dividends with money or other property representing capital assets or borrowed money of the corporation, at such price and consideration, and for such purpose as may be deemed fitting and appropriate by a vote of a majority of the members of the Board of Directors.

ARTICLE V REGISTERED OFFICE / AGENT

The principal and registered office shall be 117 Drewson Street, Crestview, Florida 32536 and the Post Office address of the principal and registered office shall be 117 Drewson Street, Crestview, Florida 32536. Steve E. Rusich, 117 Drewson Street, Crestview, Florida 32536, shall be the designated and Registered Agent of the Corporation.

ARTICLE VI COMMENCEMENT

This Corporation Shall commence on Filing with the Florida Secretary of State.

ARTICLE VII DIRECTORS

The number, classification, qualification, terms of office, manner of election, times and places of meetings, and the powers and duties of the Board of Directors shall be fixed by the By-laws, as amended.

All of the corporate powers of this corporation shall be vested in, and the business and affairs of the corporation shall be managed by the Board of Directors.

The Board of Directors shall have authority to make and alter By-laws, including the right to make or alter By-laws by fixing their qualifications, classification or term of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the By-laws so made.

Any Director absent from a meeting may be represented by any other Director or shareholder, who may cast the vote of the absent Director, according to the

written instructions, general or special, of said absent Director filed with the Secretary.

There Shall be initially one Director of this Corporation, to-wit: Steve E. Rusich, 117 Drewson Street, Crestview, Florida 32536.

ARTICLE VIII REVERSIONS

Cash, property, or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the corporation, and the corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease.

ARTICLE IX CHANGE IN CHARTER

This charter may be changed, modified or altered, or this corporation may be dissolved with the assent of the shareholders upon the vote of a majority of the stockholders of this corporation at a meeting of the stockholders and for the purpose and after at least five (5) days written notice of this meeting has been sent through the mail, addressed to each stockholder at his/her last known post office address, which notice, however, may be waived by any stockholder.

ARTICLE X SALE OR TRANSFER

Voluntary sale, transfer, sale, exchange or other disposition of all or substantially all of the assets of this corporation must first be offered to the shareholders of the corporation at fair market value, and if the corporation is not solvent, may be authorized by a simple majority vote of the shareholders.

ARTICLE XI CHAPTER "S" CORPORATION AND SECTION 1244 STOCK

Shareholders of this corporation shall have the right to elect to be treated as a small business corporation for federal income tax purposes in accordance with Chapter S of the Revision Act of 1982 and the Internal Revenue Code, as Amended.

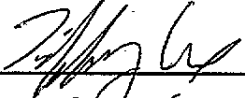
No stock has been issued prior to the execution of this charter, which charter is a written plan adopted pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended. Stock may only be issued pursuant thereto. Section 1244 is hereby made a part and parcel of this charter as if said section were copied herein in extenso.

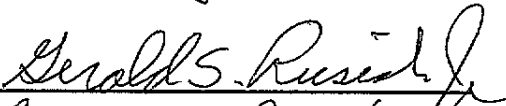
**ARTICLE XII
LIABILITY OF OFFICERS AND DIRECTORS**

The officers and directors of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages, for breach of fiduciary duty as a director or officer to the fullest extent allowed by law.

THUS DONE AND SIGNED, in Tallahassee, Florida, aforesaid, on this 3rd day of June, 2002 in the presence of the undersigned competent witnesses and Notary, after due reading of the whole.

WITNESSES:

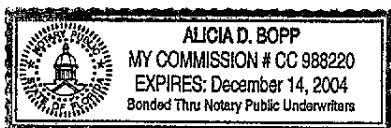

Tiffany Cox

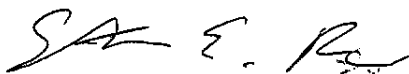

Gerald S. Rusich Jr.


**STEVE E. RUSICH
INCORPORATOR**


NOTARY PUBLIC

The undersigned accepts the responsibility of Resident Agent of the Aforesaid Corporation.




Steve E. Rusich

FILED
JUN -3 PM 3:33
CLERK OF STATE
TALLAHASSEE, FLORIDA