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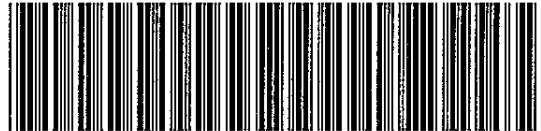
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS
11/21/03

TRANSMITTAL LETTER

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

SUBJECT:

BLUE ARC MANUFACTURING, CORP.

(Proposed corporate name - must include suffix)

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

PAMELA WILKINSON COHEN

Name (Printed or typed)

11800 28TH ST. NO.

Address

ST. PETERSBURG, FL. 33716

City, State & Zip

727-592-0146

Daytime Telephone number

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

11800 28th Street N.
St Petersburg, FL 33716
727/592-0146-Fax 727/592-0795

BlueArc Manufacturing Corp.

November 20, 2003

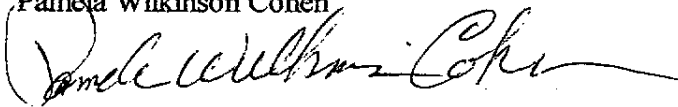
Department Of State
Division Of Incorporation

Dear Examiner:

Enclosed are the articles of incorporation for BlueArc Manufacturing Corp. a new corporation. A check for \$78.75 is enclosed for the fees. Please process and send back.

Thank You,

Pamela Wilkinson Cohen

A handwritten signature in black ink, appearing to read "Pamela Wilkinson Cohen", written over a circular stamp or seal.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BLUEARC MANUFACTURING CORP.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is BlueArc Manufacturing Corp.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$0.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 11800 28th Street North, St. Petersburg, Florida 33716. The Board of directors may at any time and from time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number or person constituting the initial Board of Directors shall be (2). The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such a manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Stuart Cohen:	President/Director
11800 28th St. No.	
St. Petersburg, Fl. 33716	

Pamela Wilkinson Cohen	Secretary/Director
11800 28th St. No.	
St. Petersburg, Fl. 33716	

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No share holder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

ARTICLE VIII AMENDMENT OF BY-LAWS

Anything in these Articles of Incorporation, the By-Laws , or the Florida Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1 Inspection of books. The Board of Directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.

9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI
CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII
RESIDENT AGENT

The name and address of the initial resident agent of this corporation is;

Pamela Wilkinson Cohen
11800 28th St. No.
St. Petersburg, Fl. 33716

ARTICLE XIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Pamela Wilkinson Cohen
11800 28th St. No.
St. Petersburg, FL 33716

Pamela Wilkinson Cohen 11/20/2003
Signature, incorporator Date

Having been named as Resident 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 Resident 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 Resident agent pursuant to F. S. 607.0501(3).

Pamela Wilkinson Cohen 11/20/2003
Signature, Resident Agent Date

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA