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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
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To:
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Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

BlackEyed Pea, Inc.

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ARTICLES OF INCORPORATION

04 FEB 20 PM 3:04

Article I. Name

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this Florida corporation is:
BlackEyed Pea, Inc.

Article II. Address

The Corporation's mailing address is:
BlackEyed Pea, Inc.
7625 Southwest 164th Street
Palmetto Bay FL 33157

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Kevin Jacobs, Esq.
100 SE 2nd Street
Suite 3400
Miami FL 33131

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 20, 2004.

The undersigned incorporator executed these Articles of Incorporation on February 20, 2004.



CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President and Counsel
by D. Stoutt as attorney-in-fact

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 872-0686

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

BlackEyed Pea, Inc.

REGISTERED AGENT/OFFICE:

Kevin Jacobs, Esq.
100 SE 2nd Street
Suite 3400
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



KEVIN JACOBS, ESQ.
by D. Stoutt as attorney-in-fact

Date: February 20, 2004

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