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FROM: RICHARD LEWIS P.A.

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Florida Department of State  
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Account Number : 120050000039  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**BLACKBOOK2 HOLDINGS, CORP.**

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March 13, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

JEFFREY G. KLEIN, P.A.

SUBJECT: BLACKBOOK2 HOLDINGS, CORP.  
REF: W08000013351

We have received your document for BLACKBOOK2 HOLDINGS, CORP. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove Nevada from your heading of page one of the articles. Also, you must remove Nevada from article III. You are registering a Florida corporation aren't you?

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: F08000064670  
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ARTICLES OF INCORPORATION  
OF  
**BLACKBOOK2 HOLDINGS, CORP.**

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The undersigned incorporator, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation in the state of Florida.

**Article I. Name**

The name of the corporation (the "Corporation") shall be **Blackbook2Holdings, Corp.**

**Article II. Principal Office and Mailing Address**

The principal office and mailing address of the Corporation shall be:

1500 NW 65<sup>th</sup> Avenue, Plantation, Florida, **33313-4507**

**Article III. Nature of Corporate Business and Powers**

The general nature of the business to be transacted by this Corporation shall be to engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

**Article IV. Capital Stock**

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is 50,000,000 (50 million) shares; consisting of 45,000,000 (45 million) shares of common stock \$.0001 par value and 5,000,000 (five million) shares of preferred stock, \$.0001 par value.

4.2 **Rights for Preferred Shares:** The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

(a) **Series A Preferred Shares.** Rights of Holders of our Series A Preferred Shares:

Each Series A Preferred Share shall be entitled to twenty five (25) votes per share for each Series A Preferred Share beneficially owned on all matters brought to a vote of the holders of the Common Stock.

Holders of the Series A Preferred Shares shall have no economic interest in the Company.

4.3 **Denial of Preemptive Rights:** No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

**Article V. Registered Office and Agent**

The street address of the Corporation's initial registered office and the registered agent for the Corporation at that address are:

Jeffrey G. Klein  
2600 North Military Trail  
Suite 270  
Boca Raton, Florida 33431

**Article VI. Incorporator**

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

Jeffrey G. Klein  
2600 North Military Trail  
Suite 270  
Boca Raton, Florida 33431

**Article VII. Term of Existence**

This duration of the Corporation shall be perpetual.

**Article VIII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin upon the filing of these Articles of Incorporation.

**Article IX. Initial Director**

This Corporation shall have one (1) Director initially.

**Article X. Initial Director**

The name and address of the initial Director of this Corporation is:

Amy Nalewaik  
1500 Northwest 65<sup>th</sup> Avenue  
Plantation, Florida, 33313 -4607

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**Article XI. Indemnification**

11.1 The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator employee or agent of the Corporation, or is or was


serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

11.2 The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph 11.1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph 11.1 above.

#### **ARTICLE XII Affiliated Transactions**

This Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Business Corporation Act, as amended from time to time relating to affiliated transactions.

The undersigned incorporator executed these Articles of Incorporation on March 13, 2008.

  
Jeffrey G. Klein

**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.**

**CORPORATION**

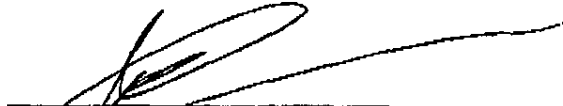
The name of the corporation is: **BLACKBOOK2 HOLDINGS CORP.**

**REGISTERED AGENT/OFFICE**

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

**Jeffrey G. Klein**  
**2600 North Military Trail**  
**Suite 270**  
**Boca Raton, Florida 33431**

Having been named as 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 the registered agent position.

  
Jeffrey G. Klein/ Registered Agent

Date: March 13, 2008

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**08 MAR 14 AM 11:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**