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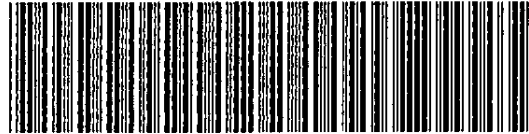
(Business Entity Name)

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2011 MAY -5 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 5 2011



50 NORTH LAURA STREET

SUITE 1100

JACKSONVILLE, FL 32202

TEL 904-598-9929

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FORT LAUDERDALE

JACKSONVILLE

KEY WEST

LAKE LAND

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TAMPA

904-598-9929

HILDE.HOWELL@GRAY-ROBINSON.COM

April 27, 2011

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Black and Stone, Inc. - Certificate of Domestication and Articles of Incorporation
Client-Matter No. 735399-1

Dear Sir/Madam:

Please find enclosed for filing with the Division of Corporations and original and one copy of (i) Certificate of Domestication, and (ii) Articles of Incorporation on behalf of Black and Stone, Inc.

Also enclosed is our firm's check payable to the Florida Department of State in the amount of \$128.75 in payment of the \$50.00 filing fee for the Certificate of Domestication, and \$78.75 filing fee for the Articles of Incorporation of Black and Stone, Inc. The filing fee for the Articles of Incorporation includes a certified copy thereof.

Please file the enclosed documents as soon as possible and return a certified copy of the Articles and a stamped "filed" copy of the Certificate of Domestication to the undersigned in the enclosed federal express envelope provided for that purpose.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to contact me. My telephone number is (904) 632-8461 or you can reach me via e-mail at hilde.howell@gray-robinson.com.

Sincerely,



A handwritten signature in cursive script, reading "Hilde V. Howell".

Hilde V. Howell, Paralegal

Enclosures

445951 v1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 29, 2011

GRAY/ROBINSON
ATTN: HILDE V HOWELL
50 NORTH LAURA STE 1100
JACKSONVILLE, FL 32202

SUBJECT: BLACK AND STONE, INC.
Ref. Number: W11000024037

We have received your document for BLACK AND STONE, INC. and your check(s) totaling \$128.75. 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 corrected 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 411A00010468

CERTIFICATE OF DOMESTICATION

The undersigned, Robert Thomas Owen, Secretary / Treasurer
(Name) (Title)

of BLACK AND STONE, INC. a foreign corporation
(Corporation Name)
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 29, 2009.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Arizona.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was BLACK AND STONE, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is BLACK AND STONE USA, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Arizona.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801

I am Secretary / Treasurer, of BLACK AND STONE, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 4th day of May, 2011.

Robert Thomas Owen
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BLACK AND STONE USA, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Secretary and Treasurer of BLACK AND STONE USA, INC., a Florida corporation (the "Corporation"), at the direction of the Corporation's Board of Directors and Shareholders, and pursuant to Chapter 607, *Florida Statutes*, hereby establishes a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I
NAME AND MAILING ADDRESS**

The name of the Corporation is BLACK AND STONE USA, INC. The mailing address of the Corporation shall be 1015 Atlantic Boulevard, Suite 303, Atlantic Beach, Florida 32233.

**ARTICLE II
DOMESTICATION OF CORPORATION**

The Corporation was incorporated under the laws of the State of Arizona as Black and Stone, Inc. on May 29, 2009. In accordance with Section 607.1801, *Florida Statutes*, upon the filing of the Corporation's Certificate of Domestication and these Articles of Incorporation with the Florida Department of State, the Corporation shall be domesticated in the State of Florida as Black and Stone USA, Inc. These Articles of Incorporation shall supersede and replace the Articles of Incorporation filed on behalf of the Corporation with the Arizona Corporation Commission of the State of Arizona on May 29, 2009, as may have been amended from time to time.

**ARTICLE III
CORPORATE EXISTENCE**

In accordance with Section 607.1801, *Florida Statutes*, the existence of the Corporation shall be deemed to have commenced on May 29, 2009, the date the Corporation originally commenced its existence in the State of Arizona.

ARTICLE IV
DURATION

The Corporation shall have perpetual existence.

ARTICLE V
PURPOSE

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE VI
AUTHORIZED CAPITAL STOCK

The Corporation shall have the authority to issue Ten Million (10,000,000) shares of common stock having no par value per share ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock registered in his, her or its name on the books of the Corporation on any matter requiring a vote of the shareholders.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by its Board of Directors, consisting of not less than one (1) nor more than six (6). The name and mailing address of the persons who comprise the current Board of Directors of the Corporation who shall serve until their successors are elected and qualified, are as set forth below:

<u>Director Name</u>		<u>Address</u>
Graham David Brake	-	Summerlease Edridge Park Road Burradoo, NSW Australia 2576
Timothy George Gresham	-	2 Acacia Street Mittagong, NSW Australia 2575

<u>Director Name</u>		<u>Address</u>
Robert Thomas Owen	-	2225 Oceanwalk Drive Atlantic Beach, Florida 32233
George Russell Connell	-	110 Shepherd Street Bowral, NSW Australia 2576
Christopher John de Florac	-	77 Bingara Road Beecroft, NSW Australia 2119
Ian Robert Pearce	-	128 Bowral Street, Bowral, NSW Australia 2576

ARTICLE VIII **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation shall be 2225 Oceanwalk Drive, Atlantic Beach, Florida 32233, and the name of the Registered Agent of the Corporation at that address shall be Robert Thomas Owen.

ARTICLE IX **INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

Robert Thomas Owen	-	2225 Oceanwalk Drive Atlantic Beach, FL 32233
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ARTICLE X **BYLAWS**

The Bylaws may be repealed, altered or amended or substitute Bylaws may be adopted at any time only by a majority of the Board of Directors and shall be valid only if consistent with these Articles of Incorporation.

ARTICLE XI **AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII
PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have preemptive right to acquire authorized but unissued shares or treasury shares of the Corporation's common stock, or securities of the Corporation convertible into, or carrying with them a right to subscribe to the Corporation's common stock to the extent necessary to maintain such shareholders' respective percentage ownership of the Corporation's common stock; provided, however, that the Board of Directors may, by resolution, require that the shareholders exercise the preemptive rights provided herein within a time period not less than sixty (60) days.


ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Duval County, Jacksonville, Florida, this 4th day of May, 2011.

INCORPORATOR:

By: 
Robert Thomas Owen, Incorporator

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That BLACK AND STONE USA, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicted in the Articles of Incorporation, located at 2225 Oceanwalk Drive, Atlantic Beach, Florida, has named Robert Thomas Owen, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and to comply with the provision of §607.0501, Florida Statutes, relative to keeping open said registered office.

Dated this 4th day of May, 2011.


Robert Thomas Owen, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA