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S  
TO: DIVISION OF CORPORATIONS  
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NAME: BLACK CREEK DEVELOPMENT, INC.  
FAX AUDIT NUMBER: H95000002726  
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ARTICLES OF INCORPORATION  
OF  
BLACK CREEK DEVELOPMENT, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: BLACK CREEK DEVELOPMENT, INC.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

Leonardo J. Brito, Esq.  
2600 S.W. 3rd Avenue, Box 1  
Miami, FL 33129  
(305) 856-9450 / FBN. 0615730

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D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than ONE HUNDRED DOLLARS AND NO CENTS (\$100.00).

#### ARTICLE V

This Corporation is to exist perpetually.

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ARTICLE VI

The initial post office address of the registered agent of this corporation is: 14278 Biscayne Boulevard, North Miami Beach, Florida 33181 and the name of the initial registered agent of this Corporation is Paul Marcus. The address of the corporation is c/o Paul Marcus, 14278 Biscayne Boulevard, North Miami Beach, Florida 33181.

ARTICLE VII

This Corporation shall have at least two (2) directors. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Paul Marcus	Box 159 14278 Biscayne Boulevard N. Miami Beach, FL 33181
Clifford Y Pierce	1440 Kennedy Causeway Suite 301 W. Bay Village, FL 33141

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**ARTICLE IX - SUBSCRIBERS**

The name and post office address of the subscribers of these Articles of Incorporation are:

**NAME**

**ADDRESS**

Paul Marcus

Box 159  
14278 Biscayne Boulevard  
N. Miami Beach, FL 33181

Clifford Y Pierce

1440 Kennedy Causeway,  
Suite 301  
N. Bay Village, FL 33141

**ARTICLE X - AMENDMENT**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing stockholders and incorporators have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 6th day of March, 1995.

Paul Marcus  
PAUL MARCUS

Clifford Y Pierce  
CLIFFORD Y PIERCE

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STATE OF FLORIDA )  
COUNTY OF DADE ) ss

BEFORE ME, the undersigned authority, this 16<sup>th</sup> day of March, 1995, personally appeared PAUL MARCUS and CLIFFORD Y PIERCK known to me to be the persons who executed the foregoing Articles of Incorporation of BLACK CREEK DEVELOPMENT INC. and acknowledged before me that they executed the same for the purposes herein expressed, and who are personally known to me or who have produced Florida DL as identification, and did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 16<sup>th</sup> day of March, 1995.

  
NOTARY PUBLIC

My Commission Expires:



CYNTHIA M. CARMONA  
MY COMMISSION EXPIRES  
AUGUST 7, 1996  
COUNTY OF DADE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT BLACK CAREER DEVELOPMENT, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF DADE, STATE  
OF FLORIDA, HAS NAMED PAUL MARCUS OF BOX 159, 14270 DISCRYNE  
BOULEVARD, NORTH MIAMI BEACH, FLORIDA, COUNTY OF DADE, STATE OF  
FLORIDA, 33161, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE:

Paul Marcus  
PAUL MARCUS

Clifford Y. Hierce  
CLIFFORD Y. HIERCE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

Paul Marcus  
Paul Marcus

Date:

3/6/95

FILED  
95 MAR 19 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

31196-106\CERTIFICATE

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