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CORPORATE

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3/29/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS ENTERPRISES, INC

DEPARTMENT OF STATE

4521 PGA BLVD., S-211

STATE OF FLORIDA

409 EAST GAINES STREET

PALM BEACH GARDENS FL 33418-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BLACKLIDGE INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000003613

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/29/1995

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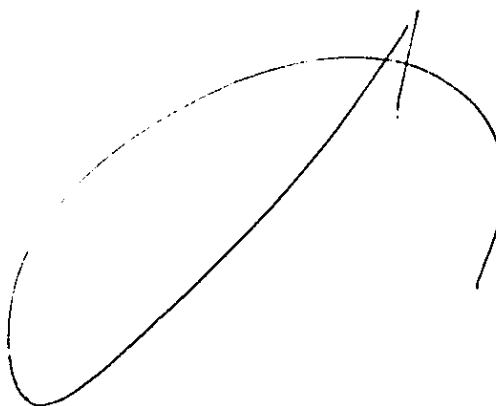
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EFFECTIVE DATE

3-29-95

 3/30/95

FILED
MAR 30 1995
TALLAHASSEE
FLORIDA

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**Articles of Incorporation
of
Blacklidge International, Inc.**

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95 MAR 30 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Blacklidge International, Inc.

Article II. Address

The mailing address of the Corporation is:

Blacklidge International, Inc.
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

EFFECTIVE DATE

3-29-95

Article III. Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 11,000,000 shares of stock as follows: (a) 10,000,000 shares of Common Stock having a par value of \$.0001 per share, and (b) 1,000,000 shares of Preferred Stock having a par value of \$.0001 per share, each in one or more series and with such relative voting, dividend, redemption, liquidation, conversion and other powers, preferences, rights, qualifications, limitations and restrictions as the Board of Directors may determine without further approval of the shareholders of the Corporation.

Article IV. Registered Agent

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

Donald F. Mintmire
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

Donald F. Mintmire, FL Bar Member 402435
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480
407-832-5896 • Fax 407-659-5371

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Article V. Board of Directors

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 law.

Article VI. Incorporator

The name and address of the incorporator is:

Donald F. Mintmire
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 29, 1995.

The undersigned incorporator executed these Articles of Incorporation on the date first set forth below.

Donald F. Mintmire
by Frank Rodriguez

Date: March 29, 1995

Donald F. Mintmire, FL Bar Member 402435
Mintmire & Associates
 265 Sunrise Avenue, Suite 204
 Palm Beach, FL 33480
 407-832-5698 • Fax 407-859-5371

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CORPORATE CREATIONS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Blacklidge International, Inc.

REGISTERED AGENT:
Donald F. Mintmire
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

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.


Donald F. Mintmire
by Frank Rodriguez as attorney-in-fact

Date: March 29, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donald F. Mintmire, FL Bar Member 402435
Mintmire & Associates
265 Sunrise Avenue, Suite 204
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