

P95 0000028764

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
SEP 12 1995
TALLAHASSEE, FL
CAPITAL CONNECTION, INC.

W95-7790
AB 4/12/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN
Will Pick Up 9-11-230

RE: Bleumarine, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

500001458855
-04/11/95--01075--006
****122.50****122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: BLEUMARINE, INC.
Ref. Number: W95000007790

We have received your document for BLEUMARINE, INC. and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 995A00016562

corrected.

**ARTICLES OF INCORPORATION
OF**

BLEUMER, INC.

FILED
95 APR 12 11:12:57

CLERK OF COURT
JULIAN J. HARRIS

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of Incorporation:

ARTICLE I

The name of the corporation is BLEUMER, INC.

ARTICLE II

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

BLEUMER, INC.
1285 Marseille Drive, Suite 146
Miami Beach, Florida 33141

ARTICLE III

The general purposes for which the corporation is organized are as follows:

Generally to make and perform contracts of any kind and description, and for the purposes of attaining any of the objects of the corporation, to do and perform any other acts or things, including the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

This corporation is to commence its corporate existence on the date of filing and shall exist perpetually thereafter until dissolved according to law.

ARTICLE V

The aggregate numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares.

ARTICLE VI

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all the powers and duties conferred to or imposed on the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to the extent and by the person or persons as shall be provided by the shareholders.

ARTICLE VII

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall vest in the Board of Directors or the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the shareholders if the shareholders provided that the by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

The name and street address of the initial officer, incorporator and director who shall hold office the first year of the corporation's existence or until his successor is elected is:

Natacha Martinello
1285 Marseilles Drive, Suite 146
Miami Beach, Florida 33141

The undersigned incorporator has executed these Articles of Incorporation this Friday April 7th, 1995.

Natacha Martinello
Natacha Martinello

95 APR 12 1 41 PM '97

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, 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.

1. The name of the corporation is: **HEPNER, INC.**
2. The name and address of the registered agent and office is:

Natacha Martinello
1285 Marseille Drive, Suite 146
Miami Beach, Florida 33141

SIGNATURE

Natacha Martinello

TITLE

President and Sole Incorporator

DATE

April 7, 1995

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE

Natacha Martinello

DATE

April 7, 1995