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April 26, 1995

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

300001470063  
-05/01/95--01091--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: BLACK CAT AMERICA, INC.

Dear Sir/Madam:

Enclosed herein please find the original and one (1) copy of the Articles of Incorporation for Black Cat American, Inc. Also enclosed is our check in the amount of \$70.00 representing payment of the filing fee.

Please return a copy of the Articles to us at your earliest convenience upon filing the original.

Yours truly,

*Brenda S. Williams*  
Brenda S. Williams  
Secy. to Michael F. Berry

/bsw  
encl.

MAY 8 1995 BSB

ARTICLES OF INCORPORATION

OF

BLACK CAT AMERICA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name: The name of the corporation is BLACK CAT AMERICA, INC.

Article 2. Principal Office: The principal place of business and mailing address of this Corporation shall be 925 Beachcomber Lane, Vero Beach, Florida, 32963.

Article 3. Duration: The duration of the Corporation is perpetual.

Article 4. Purpose: The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent: The name and address of the initial Registered Agent and Office of this Corporation is as follows:

MICHAEL F. BERRY, Attorney  
2145-15th Avenue  
Vero Beach, FL 32960

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 2. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than two. The name and address of each initial Director of the Corporation is as follows:

PETER J. BROOM, Pres.  
925 Beachcomber Lane  
Vero Beach, FL 32963

NEAL FUTCHER  
Tollgate House, Pilgrims Way  
Guilford, Surrey, England

Article 8. Incorporators: The name and address of each  
Incorporator is as follows:

PETER J. BROOM  
925 Beachcomber Lane  
Vero Beach, FL 32963

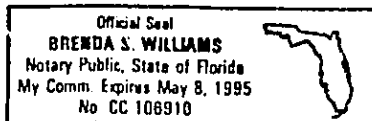
Article 9. Amendment: The Corporation reserves the right to  
amend or repeal any provisions contained in these Articles of  
Incorporation or any amendment to them, and any right conferred upon  
the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Article  
of Incorporation on this the 25th day of April, 1995.

Peter J. Broom  
PETER J. BROOM, Incorporator

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

SWORN TO AND SUBSCRIBED before me by PETER J. BROOM, who is  
personally known to me, or who produced \_\_\_\_\_ as  
identification, after taking an oath, this 25th day of  
April, 1995.



Brenda S. Williams  
Name: BRENDA S. WILLIAMS  
Notary Public, Florida  
My Commission Expires:  
Commission #

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered  
Agent of BLACK CAT AMERICA, INC., which is contained in the foregoing  
Articles of Incorporation.

DATED this the 25th day of April, 1995.

Michael F. Berry  
MICHAEL F. BERRY,  
Registered Agent