

P96000049525

TRANSMITTAL LETTER

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

Subject: Blue Note Communications Ltd.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and my check for \$70.

From: C/O Barry Garlin
20366 Monte Verde Circle
Boca Raton, Florida 33498

500001838585
-05/24/96--01050--004
*****70.00 *****70.00

FILED
96 JUN 11 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-11537

SN MAY 31 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 31, 1996

BARRY GARLIN
20366 MONTE VERDE CIR.
BOCA RATON, FL 33498

SUBJECT: BLUE NOTE COMMUNICATIONS LTD.
Ref. Number: W96000011537

We have received your document for BLUE NOTE COMMUNICATIONS LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 496A00027225

Corrected documents enclosed

Thank you,

Barry Garlin

day Phone 954 968 4887

Voice mail 954 969 3322

Home phone 407 477 3629

ARTICLES OF INCORPORATION

OF

Blue Note Communications Corp.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Blue Note Communications Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

C/O Barry Garlin
20366 Monte Verde Circle
Boca Raton, Florida 33498

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ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLES IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

C/O Barry Garlin
20366 Monte Verde Circle
Boca Raton, Florida 33498

ARTICLE V INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

C/O Barry Garlin
20366 Monte Verde Circle
Boca Raton, Florida 33498

ARTICLE VI TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII PURPOSE OF CORPORATION

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

The undersigned incorporator have executed these Articles of Incorporation this Twenty Second day of May, 1990.


Barry Garlin

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, 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 Blue Note Communications Corp.
2. The name and address of the registered agent and office is:

Barry Garlin
20366 Monte Verde Circle
Boca Raton, Florida 33498

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Barry Garlin

DATE

6-6-96

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TALLAHASSEE, FLORIDA

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TO: FLORIDA DEPARTMENT OF STATE

FROM: BLUE NOTE COMMUNICATIONS CORP.

RE: DOCUMENT NUMBER P96000049525


PLEASE NOTE THAT I HAVE RECEIVED THE ATTACHED LETTER, BUT I HAVE NOT RECEIVED A COPY OF MY DOCUMENTS WITH THE STATE STAMP ON IT. I NEED THIS TO OPEN A BANK ACCOUNT. PLEASE FORWARD THIS TO ME AND CHANGE MY MAILING ADDRESS TO BLUE NOTE COMMUNICATIONS CORP

P O BOX 970265

BOCA RATON, FL. 33497-0265

THANK YOU FOR YOUR COOPERATION IN THIS MATTER.

SINCERELY,



BARRY GARLIN

BLUE NOTE COMMUNICATIONS CORP.

DMC
6/25/96