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July 18, 1996



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

RE: Silver & Black, Inc.

Gentlemen:

Enclosed please find:

- 1. Original and one copy of Articles of Incorporation pertaining to Silver & Black, Inc.
- 2. Certificate Designating Place of Business and Registered Agent.
- . 3. A check in the amount of \$12256 for payment of filing fees.

Please file these Articles as soon as possible. Upon its approval, please return a certified copy of these Articles of Incorporation to the undersigned via the self-addressed stamped envelope provided.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

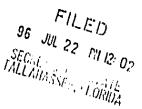
Adam Karasik

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ARTICLES OF INCORPORATION

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Silvor & Black, Inc.



ARTICLE I - NAME

The name of this Corporation is Silver & Black, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Execpt as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vented exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which is already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this Corporation is 3325 Jaywood Terrace #109, Boca Raton, FL , and the name of the initial registered agent of this Corporation at that address is Adam Karasik

The street address of the corporation is 3325 Jaywood Terrace Suite 109, Boca Raton,FL 33431.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial Director of this Corporation are as follows:

Adam Karasik

3325 Jaywood Terrace #109 Boca Raton, FL

Anthony Materia

3325 Jaywood Terrace #109 Boca Raton, FL

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles

Adam Karasik

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3325 Jaywood Terrace #109 Boca Raton, FL

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

IN WITHESS WHEROP, the undersigned have executed those Articles of Incorporation on this
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Q
State of Florida) County of Ran Beach, SS:
BEFORE ME, a Notary Public authorized to take acknowledgements
In the State and County set forth above, personally approximate
Anthony Material Polan Karanik known to me and known by me to be the persons
and executed the foregoing Articles of Incorporation, and they acknowledged
before me that they executed these Articles of Incorporation.
SHORN TO and subscribed before me in the State and County afore-
SABAN M CRAIG My Commission C0505927 Endres Out St. 1989

My commission expires:

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TALLANDSSELVICORION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

First: Silver & Black, Inc. ,destring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Boca Raton , County of Palm Beach State of Florida , has named Adam Karasik , whose business office in located at 3325 Jaywood Terrace Boca Raton, Florida registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Adam Karasik

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