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96 JUL 22 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 18, 1996

EFFECTIVE DATE
7-19-96

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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 \$1225.00 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

Adam Karasik

7-25-96

ARTICLES OF INCORPORATION

OF

Silver & Black, Inc.

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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

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested 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 issuance 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 are:

Adam Karasik	3325 Jaywood Terrace #109 Boca Raton, FL
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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 WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on this 19 day of July, 1976

Adam Karasik
Anthony Mateu

State of Florida)
County of Palm Beach, SS:

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally appeared
Anthony Mateu + Adam Karasik, known to me and known by me to be the persons
who executed the foregoing Articles of Incorporation, and they acknowledged
before me that they executed these Articles of Incorporation.

SWORN TO and subscribed before me in the State and County afore-
said on this 19 day of July, 1976



SABAIN M. CRAIG
My Commission #0806927
Expires Oct. 25, 1980

Sabain M. Craig

My commission expires:

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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. , desiring 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 is
located at 3325 Jaywood Terrace Boca Raton, FL as its 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


Sabina M. Craig
My Commission CC000927
Expires Oct. 25, 1996
Personally known to me