

P 960000 64475

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 \$ _____

RE: Black Berry Prod
Inc.

<input type="checkbox"/> Capital Express™	C.C. FEES	DISBURSED
<input checked="" 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 type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<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 Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

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

R. CHILDS AUG 1 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up 8/1 2:00

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

ARTICLES OF INCORPORATION

of

BLACK BERRY POND, INC.

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: BLACK BERRY POND, INC.

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation can be advantageously carried on in connection with any other lawful purpose or business endeavor that the corporation may elect to undertake.

2. To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of stock having a par value of \$1.00. All shares of stock shall be designated as common shares.

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TALLAHASSEE, FLORIDA

ARTICLE V

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors from the net earnings or from the surplus of the assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or in shares of the common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL ADDRESS OF CORPORATION

The street address of the initial registered office of this corporation is 3009 57th Street South, Gulfport, Florida 33707 and the name of the initial registered agent of this corporation is Reverend Michael Solt. The address of the principal office of the corporation is 1932 Deer Lane, Zephyrhills, Florida 33540, and its mailing address is 3009 57th Street South, Gulfport, Florida 33707.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

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.

The board of directors of the corporation shall consist of two (2) members, initially. The number of directors may be increased or diminished from time to time as provided for in the bylaws. The initial directors shall be as follows: Reverend Michael Solt, 3009 57th Street South, Gulfport, Florida 33707 and Father Armond Lemieux, 519 4th ~~Street~~ ^{Ave} South, St. Petersburg, Florida 33701. *M/Solt*

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is:

Michael Solt, 3009 57th Street South, Gulfport, Florida 33707

ARTICLE IX
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
BY-LAWS

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

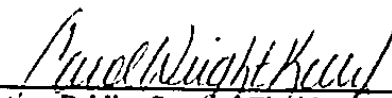
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 30 day of July, 1996.


REVEREND MICHAEL SOLT

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments personally appeared REVEREND MICHAEL SOLT, as incorporator, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, or who has produced FLORIDA DRIVER LICENSE as identification.

WITNESS MY HAND and official seal at ST. PETERSBURG, PINELLAS
County, Florida this 30 day of JULY, 1996.


Notary Public, State of Florida
My Commission Expires: 10-18-97
My Commission Number is: 304252

CORP\Artinc.1

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

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

That BLACK BERRY POND, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Gulfport, Pinellas County, State of Florida, has named Rev. Michael Solt, as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS:

3009 57th Street South
Gulfport, Florida 33707

BY: _____

Reverend Michael Solt

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TALLAHASSEE, FLORIDA