

TRANSMITTAL LETTER

PA600088023

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

300001985423--8
-10/25/96--01014--005
*****78.75 *****78.75

RE: BLACK INC DESIGN STUDIOS, Incorporated
Proposed Corporate Name

Enclosed please find one original and one copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. The filing fee of \$78.75 is enclosed. A certified copy is not requested at this time. Please use the copy herein, as file/return copy. Also please forward a certificate of status.

FROM: Michael G. Cothran
Incorporator
BLACK INC DESIGN STUDIOS, Incorporated
762 East Michigan Street, Apt. 206
Orlando, FL 32806

FILED
OCT 24 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,


Michael G. Cothran

ENCLOSURES

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 OCT 24 AM 11:47

FILED

Articles of Incorporation
for
BLACK INC DESIGN STUDIOS, Incorporated

ARTICLE I. CORPORATE NAME

The name of this corporation is: BLACK INC DESIGN STUDIOS, Incorporated.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of graphic design, illustration, advertising art, model composites, corporate image development, and consultation related activities, and other contractual related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mr. Michael G. Cothran
762 East Michigan Street, Apt. 206
Orlando, FL 32806
(407) 422-9597

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name, address and telephone numbers of the initial board of director of this corporation is:

- (1) Michael G. Cothran
762 East Michigan Street, Apt. 206
Orlando, FL 32806
(407) 422-9597
- (2) Anita J. Jones
4984 Dockside Drive
Orlando, FL 32822
(407) 281-9841
- (3) Shiniko R. Floyd
3911 Sutton Place Blvd., Apt. 408
Winter Park, FL 32792
(407) 679-4523

The persons named as initial directors shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS

The names and streets addresses of the persons signing these articles of incorporation as the incorporators are:

- (1) Michael G. Cothran
762 East Michigan Street, Apt. 206
Orlando, FL 32806
(407) 422-9597

- (2) Anita J. Jones
4984 Dockside Drive
Orlando, FL 32822
(407) 281-9841
- (3) Shiniko R. Floyd
3911 Sutton Place Blvd., Apt. 408
Winter Park, FL 32792
(407) 679-4523

ARTICLE IX. PRINCIPAL OFFICE

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

762 East Michigan Street, Suite 206, Orlando, FL 32806

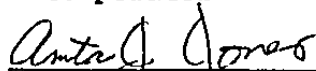
ARTICLE X. AMENDMENT

These 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 stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporators for BLACK INC DESIGN STUDIOS, Inc., have executed the foregoing Articles of Incorporation on October 21, 1996.


Michael G. Cothran
Incorporator


Anita J. Jones
Incorporator


Shiniko R. Floyd
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


Pursuant to the provisions of section 607.0501, 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 BLACK INC DESIGN STUDIOS, Incorporated.

2. The name and address of the registered agent and office is:

Michael G. Cothran
762 East Michigan Street, Apt. 206
Orlando, FL 32806


SIGNATURE


Michael G. Cothran
Incorporator
October 21, 1996

FILED
96 OCT 24 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Michael G. Cothran
October 21, 1996