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Law Office of
L. J. Arnold, III
Attorney at Law

718 N. Orange Avenue
P.O. Drawer "D"
Oran Cove Springs, Florida
32043

November 12, 1996

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

Telephone:
Oran Cove Springs
(904) 284-5618
Orange Park
Jacksonville
Middletown
(904) 264-1512
(904) 264-3627
Fax (904) 284-5937

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****122.50 ****122.50

RE: Blackwater, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation regarding the above-referenced for filing. Also enclosed is our firm's check in the sum of \$122.50 representing the fee for this service. We look forward to receiving the acknowledgment letter and a certified copy of these Articles.

Thank you for your assistance in this matter.

Sincerely,

L. J. Arnold, III / JB
L. J. Arnold, III

LJAIII/jb
Enclosure

NOV 18 1996

EFFECTIVE DATE
11-11-96

FILED
96 NOV 13 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLACKWATER, INC.

FILED

96 NOV 13 AM 10:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit, under the laws of the State of Florida.

ARTICLE I.

The name of this Corporation is BLACKWATER, INC. EFFECTIVE DATE 11-11-96

ARTICLE II. NATURE OF BUSINESS.

The general character, purpose, and nature of the business to be transacted by this Corporation is operating restaurants and any other lawful activity.

ARTICLE III. CAPITOL STOCK.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred shares of common stock, each share having a par value of \$10.00.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation is to be at 718 North Orange Avenue, Green Cove Springs, Florida 32043.


ARTICLE VII. RESIDENT AGENT.

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

That BLACKWATER, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 718 North Orange Avenue, Green Cove Springs, Florida 32043, has named Rosalind L. Arnold as its agent to accept service of process within the State. The registered address is 718 North Orange Avenue, Green Cove Springs, Florida 32043.

ACKNOWLEDGMENT

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


RESIDENT AGENT: ROSALIND L. ARNOLD

ARTICLE VIII.

The affairs of the Corporation shall be managed by its officers as approved by the shareholders, rather than a Board of Directors.

ARTICLE IX. OFFICERS.

The initial officers of BLACKWATER, INC., who shall serve until their successors are elected are as follows:

ROSALIND L. ARNOLD, President, 718 North Orange Avenue, Green Cove Springs, Florida 32043

ROSALIND L. ARNOLD, Vice-President, Secretary and Treasurer, 718 North Orange Avenue, Green Cove Springs, Florida 32043

ARTICLE X. SUBSCRIBER.

The name and street address of the subscriber to these Articles of Incorporation is ROSALIND L. ARNOLD, 718 North Orange Avenue, Green Cove Springs, Florida 32043.

ARTICLE XI. EFFECTIVE DATE.

These Articles of Incorporation shall be effective on the date they are acknowledged and this Corporation may commence business on November 11, 1996.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of the stockholders at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

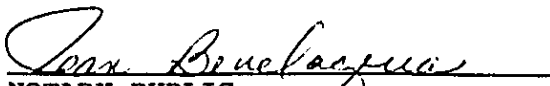
IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 11th day of
November, 1996.

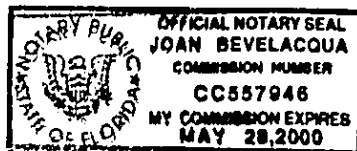

ROSALIND L. ARNOLD

State of Florida
County of Clay

Before me, the undersigned notary public, personally
appeared, ROSALIND L. ARNOLD, to me well known to be the individual
described in and first being duly sworn, executed the foregoing
Articles of Incorporation and acknowledged before me that she
executed the same for the purposes therein expressed.

WITNESS MY HAND AND SEAL in the county and state above
named this 11th day of November, 1996.


NOTARY PUBLIC
My Commission Expires:



FILED
96 NOV 13 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA