

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

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Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
1-2-97

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY ADP

WALK-IN

Will Pick Up 12 1100

RE: Black Creek Ventures

Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> 10m Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

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

97 JAN -7 AM 11:49
SECRET/INT. SEC. DIV.
TALLAHASSEE, FLORIDA

FILED

97 JAN -7 PM 9 50
DIVISION OF CORPORATE AFFAIRS

RECEIVED

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

EFFECTIVE DATE
1-2-97

ARTICLES OF INCORPORATION
OF

BLACK CREEK VENTURES, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is BLACK CREEK VENTURES, INC.

ARTICLE II. PRINCIPAL OFFICE.

The initial principal place of business of this corporation is 2848 Oakland Drive, Green Cove Springs, FL 32043, and the initial mailing address of this corporation is the same.

ARTICLE III. DURATION.

The corporation is to commence its corporate existence effective for all purposes as of January 2, 1997, notwithstanding the fact that these articles may be filed within five (5) business days of the effective date hereof. This corporation shall exist perpetually.

ARTICLE IV. PURPOSE.

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended, or any successor statute thereto (hereinafter, the "Act").

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 and shall consist of one class only. The par value of each share of stock issued shall be \$1.00.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent for the corporation is Grady H. Williams, Jr., and the street address of the initial registered office for the named registered agent is 1279 Kingsley Avenue, Suite 117, Orange Park, Florida, 32073.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS.

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of two (2) persons. The manner of the Board of Directors shall be as designated in the bylaws of this corporation.

FILED
97 JAN -7 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 2. Initial Board. The name and address of the initial members of the board of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
A. Calvin Modling	2848 Oakland Drive Green Cove Springs, FL 32043
Lydia Diane Modling	2838 Oakland Drive Green Cove Springs, FL 32043

Section 3. Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VIII. AMENDMENTS.


These articles of incorporation may be amended in accordance with the Act.

ARTICLE IX. INCORPORATOR.

The name and address of the person signing these articles is:

Grady H. Williams, Jr.
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation to be effective for all purposes as of January 2, 1997, notwithstanding the fact that these articles may be actually filed with the Florida Department of State, Division of Corporations within five (5) business days of the effective date hereof.



Grady H. Williams, Jr.
Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

BLACK CREEK VENTURES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr.
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073

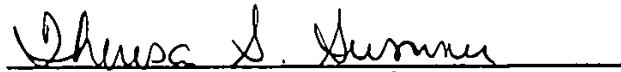
ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Act. 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.


Grady H. Williams, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 2nd day of January, 1997, by Grady H. Williams, Jr., who is personally known to me.


Notary Public

My Commission Expires:

