

2/21/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694
AME: BLAC & NOIR SERVICES INC.
AUDIT NUMBER.....H97000003051
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English Translation:

Black & White Services INC.

Attn. neysa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION

OF

BLANC & NOIR SERVICES INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **BLANC & NOIR SERVICES INC.**

The principal place of business of this corporation shall be: **17731 N.W. 54th Avenue
Miami, Florida 33055**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. **DIVERSIFY BUSINESS SERVICES.**

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: **\$ 100.00 (100 shares X\$1.00)
PAR VALUE.**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Mr. Roberto E. Guzman, President

**17731 N.W. 54th Avenue
Miami, Florida 33055**

**PREPARED BY:
MR. DIEGO N. ALVADO, ACCOUNTANT**

**980 N.W. 135th Street
North Miami, Florida 33168
Phone (305) 685-3623**

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TALLAHASSEE, FLORIDA**

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

MR. Roberto E. Guzman, President

17731 N.W. 54th Street
Miami, Florida 33055

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 20th day of FEBRUARY, 1997

Signature(s) of Incorporator(s)

Roberto Guzman

STATE OF FLORIDA

COUNTY OF DADE

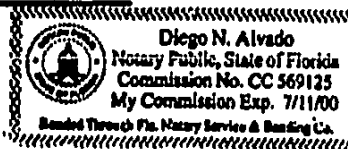
THE FOREGOING instrument was acknowledged and sworn to before me this 20th day of FEBRUARY, 1997 by MR. ROBERTO E. GUZMAN, PRESIDENT.

(Name of Incorporator)
of BLANC & NOIR BLACK & WHITE SERVICES INC.
(Name of Corporation)

Notary Public

Diego N. Alvaro

My Commission Expires: 7/11/00



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: BLANC & NOIR SERVICES INC.

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

MR. ROBERTO E. GUZMAN, PRESIDENT

17731 N.W. 54th Avenue, Miami, Florida 33055

(P. O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE X

Roberto Guzman
(Corporate Officer)

TITLE

PRESIDENT.

DATE

FEBRUARY 20, 1997

HAVING BEEN NAMED 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE X

Roberto Guzman
(Registered Agent)

DATE

FEBRUARY 20th, 1997

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