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SIDNEY EFRONSON
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SARINO R. (RUSS) COSTANZO*
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June 2, 1997

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

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-06/04/97--01048--004
*****122.50 *****122.50

Re: Filing Articles of Incorporation for
Blue Space, Inc.

Dear Sir/Madam:

Enclosed please find three executed copies of the articles of Incorporation on the above named corporation. Also enclosed please find our check in the amount of \$122.50 representing your payment for the filing of same.

Very truly yours,


SARINO R. COSTANZO, ESQ.

/lb.

Enc.: 4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -4 PM 9:56

cf 6/6/97

**ARTICLES OF INCORPORATION
OF
BLUE SPACE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned hereby executes these Articles for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

ARTICLE ONE

This corporation is organized and incorporated under Section 607, F.S.A.

ARTICLE TWO

The name of this corporation is:

BLUE SPACE, INC.

The mailing address of this corporation is:

2250 S.W. 3rd Avenue
Suite 100
Miami, FL 33129

ARTICLE THREE

This corporation shall commence its existence on filing, and its existence shall be perpetual.

ARTICLE FOUR

This corporation is organized for the following purposes:

to conduct any lawful business permitted to be carried on in
the State of Florida, or as a Florida corporation for profit.

ARTICLE FIVE

The maximum number of shares of common stock with no par value that this corporation is authorized to have outstanding at any one time is two hundred (200) shares.

The amounts and descriptions of other than no par value common voting stock which this corporation is authorized to have outstanding are none.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator or by the directors at a meeting called for by the incorporator or by the organization meeting.

All of the aforementioned stock is to be issued as fully paid for and exempt, from assessment.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporation or going business may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of such amount of the capital stock as the directors may decide.

ARTICLE SIX

The address of the initial registered office of this corporation is:

2250 S.W. 3rd Avenue,
Suite 100
Miami, Florida 33129

and the name of the initial registered agent of this corporation at that address is:

Sarino R. Costanzo, Esq.

The board of directors may in its discretion change the location of the registered office of the corporation and the designation of the registered agent, and notify the Secretary of State, without the need of any amendment of this Certificate.

ARTICLE SEVEN

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased from time to time by the by-laws. The name and address of their initial officers and directors of this corporation are:

SARINO R. COSTANZO
President, Vice President,
Secretary & Treasurer
2250 S.W. 3rd Avenue
Suite 100
Miami, FL 33129

ARTICLE EIGHT

The name and address of the person signing these Articles, as incorporator is:

SARINO R. COSTANZO

ARTICLE NINE

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

ARTICLE TEN

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 2nd day of June, 1997.


SARINO R. COSTANZO

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

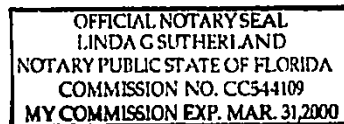
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 2 1997

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SARINO R. COSTANZO, said affiant personally known to me or who produced identification, Driver's License, and known to be the individual who executed the foregoing Articles of Incorporation, acknowledged before me that he executed the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official seal, in the State and County aforesaid, this 2nd day of June, 1997.

Linda G. Sutherland
NOTARY PUBLIC

My commission expires:



Having been named Resident Agent of the above Corporation, I hereby accept this position.


SARINO R. COSTANZO, Resident Agent