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FROM: ACE INDUSTRIES, INC.
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NAME: BLACK STREAM CONSULTING, INC.
AUDIT NUMBER.....H98000003312
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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**ARTICLES OF INCORPORATION
OF
BLACK STREAM CONSULTING, INC.**

98 FEB 18 PM 2: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: Black Stream Consulting, Inc. The principal office, if known, is 6770 Indian Creek Drive, Suite 12L, Miami Beach, FL 33141; the mailing address of the Corporation is P.O. Box 113105, Miami, FL 33111.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is one thousand shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 6770 Indian Creek Drive, Suite 12L, Miami Beach, FL 33141, and the name of its initial Registered Agent at that address is Ricardo C. Sant'Anna.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time

Prepared by:
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ARTICLES OF INCORPORATION
BLACK STREAM CONSULTING, INC.
PAGE 2

in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is: Ricardo C. Sant'Anna; 6770 Indian Creek Drive, Suite 12L, Miami Beach, FL 33141.

Article 7. Incorporators. The name and address of each Incorporator is as follows: Ricardo C. Sant'Anna; 6770 Indian Creek Drive, Suite 12L, Miami Beach, FL 33141.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 19th day of January, 1998.


Ricardo Sant'Anna

STATE OF FLORIDA :
COUNTY OF PAIM 33

The foregoing instrument was acknowledged before me this 19th day of January, 1998, by Ricardo Sant'Anna, who is personally known to me or who has produced Florida Drivers License as identification and who did take an oath.



WILLIAM MOYNIHAN
COMMISSION # CC600684
EXPIRES DEC 06, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

Sign: William Moynihan

Print: William Moynihan

State of Florida at Large

My Commission Expires: 12-6-2000

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NO. 5444 P. 5

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BLACK STREAM CONSULTING, INC.
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**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Ricardo C. Sant'Anna

Date: January 19, 1998

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TALLAHASSEE, FLORIDA

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