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Omni Business Services, Inc.

2427 BISCAYNE BLVD.

MIAMI, FLORIDA 33137

Ph.: (305) 576-7755 • Fax: (305) 576-9107

October 14, 1998

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

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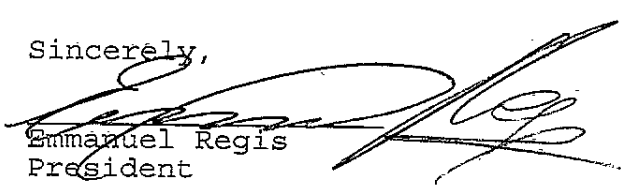
****122.50 *****78.75

Gentlemen:

Enclosed you will find the Articles of Incorporation of
BLAKE'S MARKETING, INC along with a check in the
amount of \$ 122.50. Please, register it for me.

Your prompt attention regarding this matter will be
greatly valued.

Sincerely,


Emmanuel Regis
President

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
BLAKE'S MARKETING, INC**

The undersigned Incorporator hereby make, subscribe, acknowledge and file with the Department of State these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE I-NAME:

The name of this Corporation shall be:

BLAKE'S MARKETING, INC

ARTICLE II- GENERAL NATURE OF BUSINESS:

This Corporation may engage in activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III-CAPITAL STOCK:

The maximum number of shares which the Corporation shall have authority to issue is the total sum of:

SHARES:
40,000

PAR VALUE:
\$1.00

which shall be designated "Common Shares". Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said Capital Stock may be paid for in cash, in property (other than stock or securities) or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV-TERM OF CORPORATE EXISTENCE:

The corporation shall have perpetual existence.

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ARTICLE V-INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE:

2456 NW 78th STREET
MIAMI, FL 33147

AGENT AT SUCH ADDRESS:

CAROL BLAKE

IT IS ALSO THE MAILING ADDRESS OF THIS CORPORATION.

ARTICLE VI-DIRECTORS:

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) and not more than five (5) the number of the same to be fixed by the Corporate By-Laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may removed, without cause at any annual or special meeting of the stockholders where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote at said meeting.

ARTICLE VII-INITIAL BOARD OF DIRECTORS IS/ARE:

DIRECTORS:

ADDRESS:

CAROL BLAKE
" "

2456 NW 78th STREET
MIAMI, FL 33147

ROBIN BLAKE
" "

2456 NW 78th STREET
MIAMI, FL 33147

The members of the first Board of Directors, unless otherwise provided by the By-laws, shall hold office for the first year of the existence or until their successors are selected or appointed and qualified.

ARTICLE VIII-SUBSCRIBERS:

<u>NAME</u>	<u>ADDRESS:</u>	<u>NUMBER OF SHARES:</u>
CAROL BLAKE	2456 NW 78th STREET	30,000
" "	MIAMI, FL 33147	
ROBIN BLAKE	2456 NW 78th STREET	1,000
" "	MIAMI, FL 33147	

ARTICLE IX-OFFICERS:

The officers of this Corporation shall be a President who shall be a Director, a Secretary and a Treasurer and such officers, agents and factors as may deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the necessary or Assistant Secretary of this Corporation shall be as follows:

<u>OFFICERS:</u>	<u>ADDRESS:</u>
CAROL BLAKE PRESIDENT	2456 N.W. 78th STREET
" "	MIAMI, FL 33147
ROBIN BLAKE TREASURER	2456 N.W. 78th STREET "
" "	MIAMI, FL 33147
ROBIN BLAKE SECRETARY	2456 N.W 78th STREET
" "	MIAMI, FL 33147

ARTICLE X-AMENDMENT:

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon stockholders herein after are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12th day of OCTOBER 1998.

Signatures of Incorporators:

Carol Blake
CAROL BLAKE / PRESIDENT

Robin Blake
ROBIN BLAKE / TREASURER

Robin Blake
ROBIN BLAKE / SECRETARY

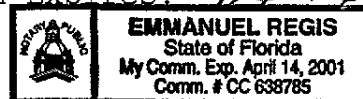
STATE OF FLORIDA

COUNTY OF DALL

THE FOREGOING instrument was acknowledge and sworn to before me this 12th day of OCTOBER 1998 by

Emmanuel Regis
Notary Public

My Commission Expires: 04-14-2001



CERTIFICATE DESIGNATED

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the prevention of section 607.325, Florida Statutes, the undersigned Corporation, organized under the Laws of the States of Florida, submits the following statement in designating the registered agent in the State of Florida.

1 - The name of the Corporation is:

BLAKE'S MARKETING, INC

2 - The name and address of the registered agent and office:

CAROL BLAKE
2456 NW 78th STREET
MIAMI, FL 33147

The mailing address of this corporation is the same.

Signature: Carol Blake
Corporate Officer

Date: 10-12-98

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 provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties, and obligation of section 607.325 Florida Statutes.

Signature: Carol Blake
Registered Agent

Date: 10-12-98

I hereby certify that on this day before me, a notary public duly authorized in the State and County named above to take acknowledgements personally appeared:

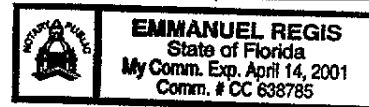
Name: CAROL BLAKE to me known to be the person described as registered agent.

State of: FLORIDA
County : DADE

The foregoing instrument was acknowledged and sworn to before me this 12th day of OCTOBER 19 98.

Notary Signature

My Commission Expires: 04-14-2001



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SECRETARY OF STATE
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