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March 22, 1999

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000002818580--3
-03/25/99--01080--021
****122.50 *****78.75

RE: BlackForest Limited, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for BlackForest Limited, Inc. along with our firm's check in the amount of \$122.50 as the filing fee and certified copy fee for the above corporation. Please return certified copy of the Articles of Incorporation to our Clearwater address listed above. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Yours very truly,

ALFORD, BARBER & MARIANI

Debbie A. Borgh

Debbie A. Borgh
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 25 PM 2:38

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ARTICLES OF INCORPORATION
OF
BlackForest Limited, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is BlackForest Limited, Inc. and its mailing address is 4308 Enfield Court, Palm Harbor, Florida 34685.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 3,000,000 shares of \$0.01 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1550 S. Highland Avenue, Suite B, Clearwater, Florida 33756 and the name of its initial registered agent of this corporation at that address is Timothy K. Mariani.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Eugene S. Santoro	4308 Enfield Court Palm Harbor, FL 34685

ARTICLE VII

INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
Timothy K. Mariani	1550 S. Highland Avenue Clearwater, FL 33756

ARTICLE VIII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power

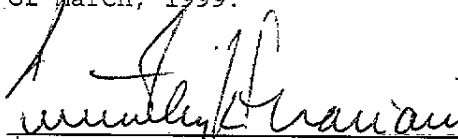
to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIII

AMENDMENT

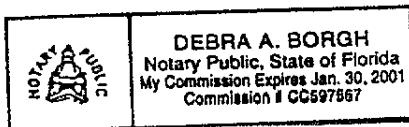
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

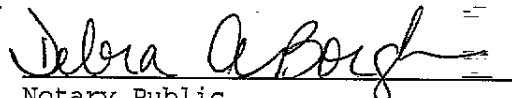
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 18th day of March, 1999.


TIMOTHY K. MARIANI

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 18th day of March, 1999.





Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of which is contained in the foregoing Articles of Incorporation.

Dated this 18th day of March, 1999.


TIMOTHY K. MARIANI, as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA