

LAW OFFICES
OF
MICHAEL I. FINESILVER
ATTORNEY AT LAW

MICHAEL I. FINESILVER
MEMBER OF FLORIDA BAR, ADMITTED
TO U.S. DISTRICT COURT, SOUTHERN
DISTRICT OF FLORIDA

SUITE 372
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

TELEPHONE: (305) 672-0045
FAX: (305) 672-8363
EMAIL: MIKEFINE@BELLSOUTH.NET

Jun 18, 1999

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

800002913788--4
-06/24/99--01007--001
*****78.75 *****78.75

Dear Ms. Rolfe:

Enclosed you will find the original (and one copy) Articles of Incorporation of **BLCS, Inc.** Additionally, I have enclosed a check for \$78.75 to cover the filing fees, registered agent designation, and certified copy.

A self-addressed stamped envelope has been provided for the return of my certified copy. If there are any errors or questions, please phone or write.

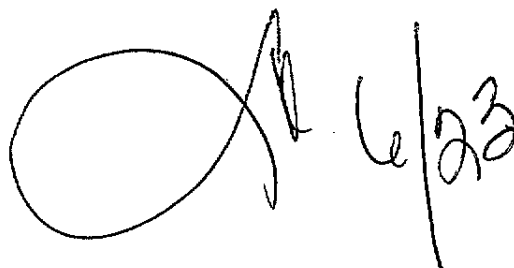
Thank you for your attention to this matter.

Very Truly Yours,


Michael I. Finesilver, Esq.

Enclosure

FILED
99 JUN 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF

"BLCS, Inc."

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be "BLCS, Inc."

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation will be 1234 Washington Avenue, Suite 200, Miami Beach, FL 33139.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

FILED
99 JUN 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The street address of the initial registered office of the Corporation is **420 Lincoln Road, Suite 372, Miami Beach, Florida 33139** and the initial registered agent is **Michael I. Finesilver, Esq.**

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased from time to time as provided in the by-laws. The name and address of the initial director and principal office of this Corporation are:

Ted Osinski
1234 Washington Avenue, Suite 200
Miami Beach, FL 33139

ARTICLE VIII

INCORPORATORS

The name(s) and address(es) of the people signing these Articles of Incorporation are:

Ted Osinski
1234 Washington Avenue, Suite 200
Miami Beach, FL 33139

ARTICLE IX

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the by-laws of the Corporation, shall have and may exercise the powers of the Board or Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former or director or member of the Executive Committee or any shareholder to the full extent provided by law.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation

this 21 day of June, 1999.


Ted Osinski

STATE OF Fla
COUNTY OF Dade

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared

Ted Osinski

known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known to me and that an oath (was) (was not) taken.

Notary Rubber Stamp Seal



MICHAEL I. FINESILVER
My Commission CC543865
Expires Jun. 07, 2000

Witness my hand and official seal in the County and State last aforesaid this 21 day of June, AD 1999.


Notary Signature

Michael I. Finesilver
Printed Notary Signature

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:**

That **BLCS, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at the City of Miami Beach, State of Florida, has named **Michael I. Finesilver, Esq.**, located at **420 Lincoln Road, Suite 372, Miami Beach, Florida 33139** as its agent to accept Service of Process within Florida.

SIGNATURE: _____


Ted Osinski

DATE: _____

June, 21 1999

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 state that I am familiar with the obligations of this position and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

SIGNATURE: _____



DATE: _____

June, 21 1999

FILED
99 JUN 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA