

Tuesday, August 31, 1999

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Blue Corporation

Blue Holdings, Inc.

Certificate of Status	1
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 1999

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: BLUE CORPORATION
REF: W99000020169

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

PLEASE REMOVE A FLORIDA CORPORATION FROM THE NAME UNLESS THAT IS PART OF THE NAME.

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist

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Letter Number: 999A00043374

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
BLUE HOLDINGS, INC., A FLORIDA CORPORATION.**

ARTICLE I - NAME

The name of this Corporation is Blue Holdings, Inc., a Florida Corporation.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may only engage in the activity or business pertaining to the purchase, ownership, sale and management of real property and any personal property contained within said real property as is permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Thousand (2,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - REGISTERED OFFICE AND
AGENT AND CORPORATE ADDRESS**

The name and street address of the initial registered office of this corporation is Jose A. Rodriguez, SunTrust Building, 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is SunTrust Building, 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. This Corporation shall have Two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The election of Directors shall be done in accordance with the By-Laws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name and address of the initial Directors are:

Document Prepared By:
Jose A. Rodriguez
777 Brickell Avenue, Suite 950
Miami, Florida 33131
Tel. (305) 377-1218 Fax (305) 358-7601

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

Jose A. Rodriguez

ADDRESSSunTrust Building
777 Brickell Avenue
Suite 950
Miami, Florida 33131

Richard A. Boucher

SunTrust Building
777 Brickell Avenue
Suite 950
Miami, Florida 33131**ARTICLE VII - BYLAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s) as permitted by the By-Laws.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

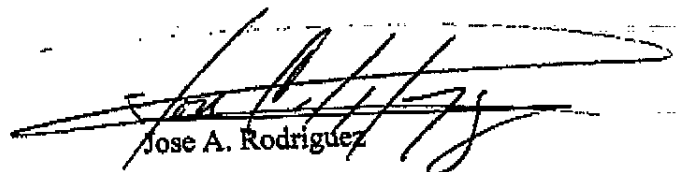
ARTICLE IX - INCORPORATOR

The person signing these articles is Jose A. Rodriguez whose address is SunTrust Building, 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 30th day of August, 1999.



Jose A. Rodriguez

Document Prepared By:
Jose A. Rodriguez
777 Brickell Avenue, Suite 950
Miami, Florida 33131
Tel. (305) 377-1218 Fax (305) 358-7601

**CORPORATION:
BLUE HOLDINGS, INC.**

REGISTERED AGENT:

JOSE A. RODRIGUEZ
SUNTRUST BUILDING
777 BRICKELL AVENUE
SUITE 950
MIAMI, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

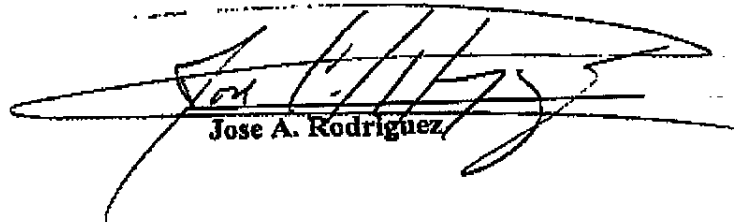
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 30th day of August, 1999.


Jose A. Rodriguez

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Jose A. Rodriguez
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Miami, Florida 33131
Tel. (305) 377-1218 Fax (305) 358-7601