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FLORIDA PROFIT/NON PROFIT CORPORATION
bartown usa inc.

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ARTICLES OF INCORPORATION

OF

BARTOWN USA, INC.

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TALLAHASSEE FLORIDA

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

BARTOWN USA, INC.

The principal office is located at **20290 SW 320 STREET, HOMESTEAD, FL 33030.**

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
SCOTT TORCISE	20290 SW 320 STREET HOMESTEAD, FL 33030	50
ADAM LEE BATCHELOR	24401 SW 194 AVENUE HOMESTEAD, FL 33031	50

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT TORCISE	20290 SW 320 STREET HOMESTEAD, FL 33030
ADAM LEE BATCHELOR	24401 SW 194 AVENUE HOMESTEAD, FL 33031

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her 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 XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **SCOTT TORCISE**, and the name of the initial Registered Agent of this corporation at that address is **20290 SW 320 ST., HOMESTEAD, FL 33030**.

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ARTICLE XII

INITIAL OFFICER(S) AND/OR DIRECTOR(S)

The initial officer(s) and/or director(s) of the corporation is/are:

D/P/T: SCOTT TORCISE, of 20290 SW 320 ST., HOMESTEAD, FL 33030

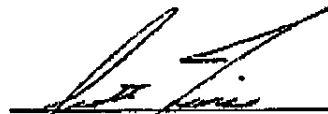
D/SVP: ADAM LEE BATCHELOR, of 24401 SW 194 AVE., HOMESTEAD, FL 33031

ARTICLE XIII

INDEMNIFICATION

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

DATED this 15 day of December 2010.

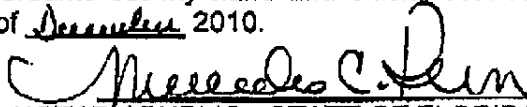


SCOTT TORCISE

STATE OF FLORIDA)
 :
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared SCOTT TORCISE, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 15th day of December 2010.



NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Mercedes C. Keen

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT BARTOWN USA, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT HOMESTEAD, STATE OF FLORIDA, HAS NAMED SCOTT TORCISE, AT 20290 SW 320 ST., HOMESTEAD, FL 33030, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature [Signature]
Title INCORPORATOR
Date 12/15/2010

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TALLAHASSEE FLORIDA

Having been named to accept services 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 provisions of all statutes relative to the proper and complete performance of my duties.

Signature [Signature]
Date 12/15/2010

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