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April 3, 1997

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Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: Red Barn Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above corporation, as well as our client's check in the amount of \$122.50. Please file the Articles of Incorporation and return a file stamped copy to us.

If there are any questions, please do not hesitate to contact us.

Very truly yours,

  
Morris Silberman

MS/ar  
Enclosures

FILED  
97 APR -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 4/9/97

ARTICLES OF INCORPORATION  
OF  
RED BARN ENTERPRISES, INC.

FILED  
97 APR -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, am a natural person competent to contract, do hereby engage and commit myself in and to the formation of a corporation under the laws of the State of Florida pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE I  
NAME

The name of this corporation shall be: RED BARN ENTERPRISES, INC.

ARTICLE II  
PURPOSES

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of business permitted by law;

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary or appropriate for the conduct of business by the corporation; and

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Business Corporation Act.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

**ARTICLE III  
CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of Fifteen Thousand (15,000) shares of common stock having a par value of \$1.00 per share. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

**ARTICLE IV  
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 V  
TERM OF EXISTENCE**

This corporation shall begin existence upon the filing of these Articles with the Secretary of State, State of Florida, and shall exist perpetually unless dissolved according to law.

**ARTICLE VI  
ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of this corporation in the State of Florida shall be 3510 Forelock Drive, Tarpon Springs, FL 34689. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

**ARTICLE VII  
NUMBER OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1).

**ARTICLE VIII  
FIRST BOARD OF DIRECTORS**

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Kristen Levine	3510 Forelock Drive Tarpon Springs, FL 34689

**ARTICLE IX  
SUBSCRIBERS**

The name and street address of the Subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Kristen Levine	3510 Forelock Drive Tarpon Springs, FL 34689

**ARTICLE X  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3510 Forelock Drive, Tarpon Springs, FL 34689 and the name of the initial registered agent at such address is Kristen Levine.

**ARTICLE XI  
TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED**

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association, or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no Director or Officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

**ARTICLE XII  
ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders, or any agreement among said shareholders, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into such plans for the benefit of its employees, as the Board of Directors may deem appropriate, including but not limited to one or more of the following:

- A. A pension plan,
- B. A profit sharing plan,
- C. A stock bonus plan,
- D. A thrift and savings plan,
- E. A stock option plan,
- F. Medical, disability or other health insurance plan or plans,
- G. Other retirement, death benefits or incentive compensation plan or plans.

**ARTICLE XIII  
INDEMNIFICATION**

The corporation shall indemnify and insure its officers and directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

**ARTICLE XIV  
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, being the original Subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 3 day of April, 1997.

  
\_\_\_\_\_  
KRISTEN LEVINE  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named person, to wit: KRISTEN LEVINE, personally known to me or who has produced the following form of identification: Fl. Driver's license and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same as her free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 3<sup>rd</sup> day of April, 1997.


  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:



AMYE C ROBB  
My Commission CC374682  
Expires May, 16, 1998

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
KRISTEN LEVINE  
3510 Forelock Drive  
Tarpon Springs, FL 34689

Date: April 3, 1997

**FILED**  
97 APR -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA