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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ARTICLE I - NAME

The name of the Corporation is Barone, Inc. The principle address is: 18023 Samba Lane, Boca Raton, FL 33496.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business permitted in the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of stock with a \$1.00 par value, which said shares shall be designated as "Capital Stock."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is :

18023 Samba Lane
Boca Raton, FL 33496

The name of the Initial
Registered Agent is:
Dogan Bengisu, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have ~~one~~^{two} (2) initial Directors. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name(s) and address (es) of the initial Directors follows:

President: Renée Barone
18023 Samba Lane
Boca Raton, FL 33496

Secretary: Dogan Bengisu
18023 Samba Lane
Boca Raton, FL 33496

ARTICLE VII - INCORPORATOR

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

Renee Barone
18023 Samba Lane
Boca Raton, FL 33496

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend, alter, rescind or repeal the By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this ___ day of

11/3, 1997.


Renee Barone

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared, to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 3rd day of November, 1997.

Leyla Bengisu
Notary Public

MY COMMISSION EXPIRES:



LEYLA BENGISU
My Commission CC508975
Expires Oct. 31, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of the above-stated Corporation, at a place designated in these Articles of Incorporation. I hereby agree to act in that capacity, to comply with the provisions of the Florida Statutes, Section 48.091, and any Amendment thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of November, 1997.

Dogan M Bengisu
Dogan Bengisu
18023 Samba Lane
Boca Raton, FL 33496

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