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FLORIDA PROFIT CORPORATION OR P.A.

THE RED BARCHETTA, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1998

EMPIRE

SUBJECT: THE RED BARCHETTA, INC.
REF: W98000022509

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

THE PRINCIPAL OFFICE MUST BE IDENTICAL WHEREVER IT APPEARS IN THE DOCUMENT. IN ARTICLE I, SUITE 304 IS ATTACHED THE CORPORATION'S ADDRESS BUT NOT IN ARTICLE VII. PLEASE ADD THE SUITE NUMBER AS WE CAN ONLY ENTER IT EXACTLY AS IT IS ON PAPER.

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Tracy Augsburger
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ARTICLES OF INCORPORATION OF:
THE RED BARCHETTA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name: The name of this corporation is:

THE RED BARCHETTA, INC.

Address: 5900 S.W. 73 Street, Suite 304
South Miami, Florida 33143.

ARTICLE II

Duration: This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE III

Purpose: This corporation is organized under the laws of the State of Florida, for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock: This corporation is authorized to issue: One Hundred shares (100) of One Hundred Dollars (\$100.00) par value common stock.

ARTICLE V

Rights upon liquidation or dissolution: In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

Law Offices of Roger S. Elkind
2903 Salzedo Street, Coral Gables, Florida 33134
(305)444-4413
Fl. Bar No. 767808

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ARTICLE VI

Preemptive Rights: Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase (his) (her) pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII

Initial registered office and agent: The street address of the initial registered office of this corporation is:

2903 Salzedo Street, Coral Gables, Fla., 33134

The name of the initial registered agent of the corporation at that address is:

Roger S. Elkind, Esq.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated: Sept. 30, 1998


Registered Agent
Roger S. Elkind, Esq.

ARTICLE VIII

Initial Board of Directors: This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial director of this corporation are as follows:

President: Evaristo M. Santana

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Vice President: Evaristo M. Santana
Secretary: Evaristo M. Santana
Treasurer: Evaristo M. Santana

ARTICLE IX

Incorporators: The name and address of the person signing these Articles are:

Evaristo M. Santana - 5900 S.W. 73rd Street, Suite 304,
S. Miami, Fla., 33143

ARTICLE X

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

Restrictions on the transfer of stock: Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Evaristo M. Santana: 100 shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to others 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 and this corporation.

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ARTICLE XII

Cumulative Voting: At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

Calling of special meetings: Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV

Shareholders quorum and voting: Fifty percent (50%) of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent (50%) of the shares plus one represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV

Amendment: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed

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these Articles of Incorporation on this 30 day of Sept, 1998 in Coral Gables/Miami, Dade County, Florida.

~~X~~
Evaristo M. Santana
President/Vice President/
Secretary/Treasurer

STATE OF FLORIDA

SS:

COUNTY OF DADE

BEFORE ME, the undersigned authority and officer duly authorized in the State of Florida at Large to take acknowledgments, personally appeared: Evaristo M. Santana, who are to me known to be the persons described in and who ~~X~~ (are personally known to me), ___ (presented for identification purposes: driver's license(s), other:___), and who executed these Articles of Incorporation in my presence for the purposes therein expressed.

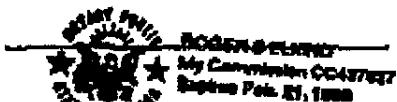
WITNESS my hand and seal in the County and State aforementioned, on this 30 day of Sept, 1998.

Roger S. Elkind
Notary Public, State of Florida
at Large

My Commission Expires:

Printed name:

Roger S. Elkind



This instrument prepared by:
LAW OFFICES OF ROGER S. ELKIND
2903 Salzedo Street, Suite 100
Coral Gables, Florida, 33134
Tel: (305) 444-4413
Fax: (305) 444-2919

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