



THE UNITED STATES CORPORATION COMPANY

P99000044754

ACCOUNT NO. : 072100000032

REFERENCE : 242580 11740A

AUTHORIZATION :

Patricia Pizjeto

COST LIMIT : \$ 78.75

ORDER DATE : May 17, 1999

ORDER TIME : 2:58 PM

ORDER NO. : 242580-005

700002877917--4

CUSTOMER NO: 11740A

CUSTOMER: Deborah R. Waks, Esq.
DEBORAH R. WAKS, ESQ
DEBORAH R. WAKS, ESQ
Suite A
7103 Southwet 102 Avenue
Miami, FL 33173

DOMESTIC FILING

NAME: BAR-CARD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
99 MAY 17 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 17 PM 3:50
DIVISION OF CORPORATION

Handwritten initials: WS-17

ARTICLES OF INCORPORATION

OF

BAR -CARD , INC.

FILED
99 MAY 17 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is Bar-Card, Inc. The business address of the corporation is 7705 S.W. 146 Court, Miami, Florida 33183.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to be issued is One Hundred (100). Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock as such stock term is defined in the Internal Revenue Service.

ARTICLE V

Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options the Corporation purposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purpose of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the Corporation may be

issued, reissued, transferred, or granted by the board of Directors, as the case may be, to such persons, firms, corporations, and associations and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity share" and "voting share" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

ARTICLE VI

The address of the initial registered office of the Corporation in the State of Florida is: 7103 S.W. 102 Avenue, Suite A, Miami, Florida 33173 in the County of Dade and the name of the initial registered agent of the Corporation at such address is Deborah R. Waks, Esquire.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is two (2).

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation and the principal place of business are as follows:

| <u>NAME/TITLE</u> | <u>ADDRESS</u> |
|--|---|
| William Fuller. President /Treasuer | 7705 S.W. 146 Court Miami, Florida 33173 |
| Zachary Bush Vice President/Secretary | 7705 S.W. 146 Court Miami, Florida 33173 |

ARTICLE VIII

The name and address of each incorporator and the number of shares of stock each agrees to take are:

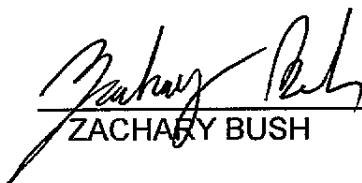
| <u>NAME</u> | <u>ADDRESS</u> | <u># OF SHARES</u> |
|----------------|--|--------------------|
| William Fuller | 7705 S.W 146 Court Miami, Florida 33183 | 41 |
| Zachary Bush | 7705 S.W. 146 Court Miami, Florida 33183 | 41 |
| Jeffrey Mayer | 7705 S.W., 146 Court Miami, Florida 33183 | 18 |

ARTICLE IX

The Corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Florida this 14th day of May, 1999.


_____(SEAL)
WILLIAM FULLER


_____(SEAL)
ZACHARY BUSH

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT
UPON WHOM SERVICE OF PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First-That Bar-Card, Inc. desiring to organize or qualify under the laws of the
State of Florida with its principal place of business, as indicated in the Articles of
Incorporation at Miami, County of Dade, State of Florida, has named Deborah R. Waks,
Esquire, 7103 S.W. 102 Avenue, Suite A, Miami, Florida 33173, County of Dade, State
of Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

BY Deborah R. Waks
Resident Agent

DATE 5/14/99

FILED
99 MAY 17 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA