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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****78.75 ****78.75

SUBJECT: BARTERTOWN, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X 78.75 Filing Fee & Certificate

FROM: BONAFIDE CONSULTING, INC.
Name (printed or typed)

1192 N HARBOR CITY BLVD
Address

MELBOURNE, FL. 32935
City, State & Zip

(321) 253-8297
Daytime Telephone Number

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
BARTERTOWN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4500 MOONEY LANE
GRANT, FL. 32949

ARTICLE III SHARES

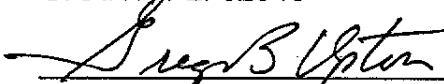
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
7500 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
GREG UPTON
4500 MOONEY LANE
GRANT, FL. 32949

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:
GREG UPTON
4500 MOONEY LANE
GRANT, FL. 32949


Signature/Incorporator

3 20 00
Date

(An additional article must be added if an effective date is requested.)

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 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.


Signature/Registered Agent

3 20 00
Date