CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Barquin Enterprises Inc.

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ARTICLES OF INCORPORATION

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for

BARQUIN ENTERPRISES, INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act") and other laws of the State of Florida, as follows:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is:

BARQUIN ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the Corporation are:

2975 Bridlewood Palm Harbor, Florida 34683

<u>ARTICLE III. CAPITAL STOCK.</u>

- (a) The Corporation is authorized to issue **1000** shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.
- (b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.
- (c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

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ARTICLE IV. INITIAL REGISTERED AGENT.

The corporation has named:

JOSE BARQUIN 2975 Bridlewood Palm Harbor, Florida 34683

as its registered agent to accept service of process within the State of Florida. I hereby am familiar with and accept the duties and responsibilities as registered agent for BARQUIN ENTERPRISES, INC.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator(s) to these Articles of Incorporation are:

JOSE BARQUIN 2975 Bridlewood Palm Harbor, FL 34863

LISSETTE BARQUIN 2975 Bridlewood Palm Harbor, FL 34683

ARTICLE VI. DIRECTORS.

This corporation shall have two (2) directors. The number of directors may be increased from time to time by virtue of by-laws adopted by the stockholder but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and address of the members of the first Board of Directors are:

JOSE BARQUIN 2975 Bridlewood

Palm Harbor, FL 34863

LISSETTE BARQUIN 2975 Bridlewood

Palm Harbor, FL 34683

ARTICLE VIII. INITIAL OFFICERS

The names and addresses of the officers of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the directors of this corporation for the election of permanent officers, or until the successors have been duly elected and qualified are:

PRESIDENT and TREASURER: JOSE BARQUIN

2975 Bridlewood

Palm Harbor, FL 34863

VICE PRES. and SECRETARY: LISSETTE BARQUIN

2975 Bridlewood

Palm Harbor, FL 34683

ARTICLE IX. PURPOSE.

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized under general law.

ARTICLE X. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE XI. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned have executed these Artifugust, 2000.	icles of Incorporation this _2 day of
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· · · · · · · · · · · · · · · · · · ·	JOSE BARQUIN, Incorporator and Registered Agent
	LISSETTE BARQUIN, Incorporator
STATE OF FLORIDA COUNTY OF PASCO	
SWORN AND SUBSCRIBED to before 2000. Personally known or form of ID:	me this 2 day of <u>august</u> ,
DEBORAH M. RYON COMMISSION # CC 646623 EXPIRES MAY 12, 2001	Delignah M. Lyon Notary Public-State of Florida
BONDED THRU ATLANTIC BONDING CO., INC.	Deborah M. Ryon Printed Name of Notary Public

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