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December 29, 2000

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

Re: Barros Realty Investments, Inc.
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation along with a check for \$70.00 to cover filing fees for the above referenced corporation.

If you have any questions, please call me at (561) 391-4498.

Sincerely,

Jill Newman

Jill Newman

Encl.

FILED
01 JAN -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
BARROS REALTY INVESTMENTS, INC.**

FILED

01 JAN -5 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, as set forth in Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation shall be **BARROS REALTY INVESTMENTS, INC.**

ARTICLE II

The duration of the corporation shall be perpetual from the date of filing these Articles of Incorporation in the office of the Secretary of State, Division of Corporations, unless dissolved according to the laws of the State of Florida.

ARTICLE III

The corporation is a for profit corporation and may engage in or transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE IV

The name and address of the sole incorporator is: Suzan Barros, 19722 Black Olive Lane, Boca Raton, Florida 33498.

ARTICLE V

The principal place of business and mailing address of the corporation shall be: 19722 Black Olive Lane, Boca Raton, Florida 33498.

ARTICLE VI

The corporation shall have one (3) officers, being that of President, Vice President and Secretary. The name(s) and address(es) of the initial officer(s) are as follows:

President and Secretary:

Suzan Barros
19722 Black Olive Lane
Boca Raton, FL 33498

Vice-President:

Daniel Blanco
19722 Black Olive Lane
Boca Raton, FL 33498

ARTICLE VII

The number of shares that the corporation shall be authorized to have outstanding is One Hundred (100) which have been issued to the following persons in the following manner:

Suzan Barros
Shares: 60

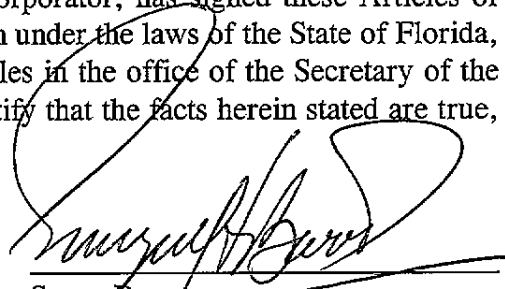
Daniel Blancos
Shares: 40

ARTICLE VIII

The name and address of this corporation initial registered agent is

Jill Newman, Esq.
David R. Roy, P.A.
2790 North Federal Highway, Suite 201
Boca Raton, FL 33431

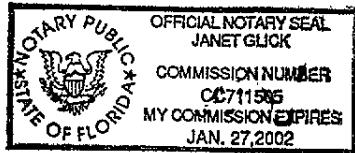
IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and she hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, this 29th day of December, 2000.


Suzan Barros

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of December, 2000,

by Suzan Barros who is personally known to me or who has produced her driver's license as identification and who did not take an oath.




NOTARY PUBLIC

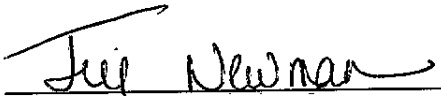
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is BARROS REALTY INVESTMENTS, INC.
2. The name and address of the registered agent and office is:

Jill Newman, Esq.
David R. Roy, P.A.
2790 N. Federal Hwy., Suite 201
Boca Raton, FL 33431

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.


Jill Newman
Registered Agent