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TRANSMITAL LETTER

May 25, 2001

Department of State
Division of Corporation
New Filing Section
409 East Gaines Street
Tallahassee, Fla. 32314
Phone # (850) 487-6067

EFFECTIVE DATE
07-20-01

ATT: Neysa Culligan

Subject: BARTON & YORK, INC Enclosed please find an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$ 78.75

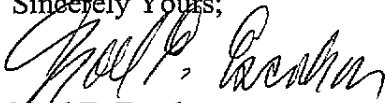
For NOEL E. ESCOBAR
ACCOUNTANT
4420 SW 77TH AVENUE
Davie, Florida 33328

Phone # (954) 474-5425
Fax # (954) 370-2146

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*****78.75 *****78.75

Please fax me a copy of your screen, and date of filing, etc.

Sincerely Yours;



Noel E. Escobar
Accountant

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01 JUL 23 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JUL 23 2001

ARTICLES OF INCORPORATION

OF

BARTON & YORK, INC.

EFFECTIVE DATE
07-20-01

The undersigned, acting as incorporators of the captioned corporation under the Florida Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name

The name of the corporation shall be: BARTON & YORK, INC

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on *July 20, 2001*

ARTICLE III

General Nature of Business

The object and purpose of this corporation is to engage in and to transact any or all lawful business for which corporations may be incorporated under the Laws of the State of Florida.

ARTICLE IV

Capital Stock

The authorized capital stock of this corporation shall be *FIVE* HUNDRED (500) shares of Common stock at par value of one (\$1.00) per share.

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TALLAHASSEE, FLORIDA

ARTICLE V

Principal Office

The principal place of business and mailing address of this Corporation shall be

C/O Sylvia Carrillo-VIP SAL 3032
P.O. Box 025364
Miami, Florida 33102-5364

ARTICLE VI

Initial Registered Agent and street address

The name and address of the registered agent is:

Joyce E. Escobar at 4420 SW 77th Avenue Davie, Florida 33328

ARTICLE VII

A Board of Directors will manage the Corporation and the name and post office address of the initial officers and shareholders of the corporation are:

Sylvia Carrillo 99 % ownership with 500 shares to be issued
She will serve as Director, President, Treasurer and Secretary.

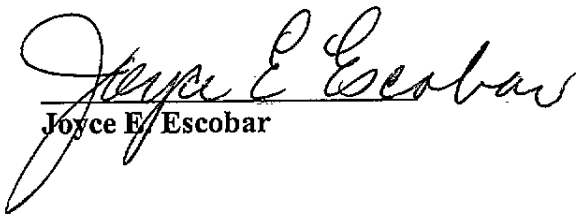
Joyce Escobar 1 % Ownership
She will serve as Vice President

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Joyce E. Escobar
4420 SW 77th Avenue
Ft. Lauderdale, Florida 33328

The undersigned incorporator has executed these Articles of Incorporation this 25 day of May 2001.


Joyce E. Escobar

NOTARIZATION IS NOT REQUIRED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Section 607-0501, Florida Statutes BARTON & YORK INC desiring to organize under the Laws of the State of Florida hereby designates Joyce E. Escobar an individual resident of the State of Florida, as Registered Agent for the purpose of accepting service of process within such a State and designates 4420 SW 77th avenue Davie, Florida 33328 as its registered office.

ACKNOWLEDGEMENT

Having been named as Registered Agent and to accept service of process for the above named corporation, I hereby accept the appointment as registered agent and agree to act in this capacity in accordance with the provisions of Section 607.0501 Florida Statutes.


Joyce E. Escobar

May 25, 2001