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June 27, 2001

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

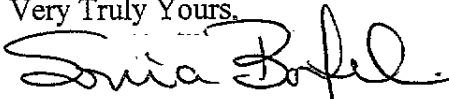
Re. Incorporation Documents for **BARTON ARTS, INC.**

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for **BARTON ARTS, INC.** including executed acceptance of the registered agent and filing fee.

Please forward a copy of the documents to this office showing the appropriate "Filed" and the time, day, month and year.

Very Truly Yours,



Sonia Bortolin, Esq.

2001 JUL 19 PM 2:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BB 7-23-01

**ARTICLES OF INCORPORATION
OF
BARTON ARTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

Article I. Name. The name of the Corporation is

BARTON ARTS, INC.

Article II. Term of Existence. This corporation shall have perpetual existence.

Article III. Nature of Business. This corporation will engage in any legal business permitted under the laws of the United States and of this State.

Article IV. Capital Stock. This corporation authorized to issue 1000 shares with \$1.00 par value.

Article V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII. Initial Registered Office and Agent. The Street address of the initial registered office of the corporation is.7101 w Mc Nab Road, Tamarac, FL 33321 The name of the initial registered agent of the corporation at that address is **Sonia Bortolin , Esq. .**

Article VIII. INITIAL BOARD OF DIRECTORS. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by - laws but never less than one. The names and addresses of the members of the first Board of Directors, and the Chairperson of the Board, President, Vice President, and Secretary/Treasurer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Barbara Hulshoff	11220 Interchange Circle North Miramar, FL 33025	President
Tonny Hulshoff	11220 Interchange Circle North Miramar, FL 33025	Vice-President/Treasurer

Article IX. INCORPORATOR. The person signing these Articles of Incorporation has the following name and address:

Sonia Bortolin
Bortolin & Associates, P.A.
7101 W. McNab Rd., Ste. 200
Tamarac, FL 33321

Article X. BY-LAWS. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI. AMENDMENT. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII. The street address of the principal place of business is, 11220 Interchange Circle North, Miramar, FL 33025.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 Day of June, 2001.

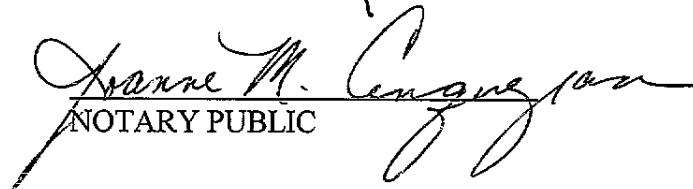

SONIA BORTOLIN, ESQ.

STATE OF FLORIDA

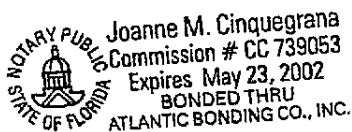
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Sonia Bortolin, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 16th Day of July, 2001.


NOTARY PUBLIC

Commission Expires:



CONSENT TO APPOINTMENT AS REGISTER AGENT

TO: FLORIDA SECRETARY OF STATE, Division of Corporations, Department of
State, Tallahassee, Florida 32304.

I, **Sonia Bortolin, Esq.**, do hereby consent to serve as Registered Agent for the
Corporation **BARTON ARTS, INC.**

This 28 Day of June, 2001.


SONIA BORTOLIN, ESQ.

Address of Registered Agent:
Sonia Bortolin, Esq.
Bortolin & Associates, P.A.
7101 W. McNab Rd., Ste. 200
Tamarac, FL 33321

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