# Polocoo 10 Precision 2 JAN - 4 PM 12: 49 TITLE SERVICES, IN GEGLE AND JATE TALLAHASSEE, FLORIDA

January 3, 2002

Florida Secretary of State 409 E. Gains Street Tallahassee, Florida 32399 Attention: Incorporation

Re: Don Berna, Inc. and BarMer, Inc.

3000 \*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Please find enclosed a copy of the Articles of Incorporation for the above referenced company. Please return the Articles of Incorporation papers in the Fedex envelope provided.

Thank you in advance for your prompt response. If you should have any questions feel free to contact our office.

Yours truly,

mEl Jane E. Hawronsky For the Firm

7 2002

#### ARTICLES OF INCORPORATION

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SECILE AND STATE TALLAHASSEE, FLORIDA

OF

# BarMer, Inc.

The undersigned, for the purposes of forming a corporation under the laws

of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is: BarMer, Inc.

## ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

#### ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

#### ARTICLE V. PRINCIPAL ADDRESS.

The principal address of the Corporation shall be:

550 N. Birch Road Fort Lauderdale, FL 33304

# ARTICLE VI. REGISTERED AGENT AND REGISTERED OFFICE.

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be:

Richard. C. Koskey, Esq. 310 S. University Drive Plantation, Florida 33324

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

#### ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) director(s) initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one (1).

#### ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial Directors of this Corporation and their street addresses are:

Gary S. Mercado 7860 Lulu Glen Drive Los Angeles, CA 90046

Steven C. Barnes 7860 Lulu Gien Drive Los Angeles, CA 90046

## ARTICLE IX. INCORPORATOR.

The name and address of the person signing these Articles of

Incorporation as Incorporator is:

Richard C. Koskey, Esq. 310 S. University Drive Plantation, Florida 33324

### ARTICLE X. INDEMNIFICATION.

This Corporation shall indemnify any Officer or Director, or any former

Officer or Director, to the fullest extent permitted by law.

## ARTICLE XI. AMENDMENT.

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

#### ARTICLE XII. TRANSFER OF STOCK.

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares of the Corporation at the net asset value thereof. Such offer shall be in writing signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make a satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his/her shares as he/she may see fit.

On the death of any Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder within thirty (30) days following the death of the Stockholder and this provision shall be binding upon the executor, administrator, or personal representative of the Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation." EXECUTED by the undersigned at Plantation, Florida on December 13, 2001.

S. Mercado

STATE OF FLORIDA ) SS: COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements, personally appeared Gary S. Mercado, who is personally known to me or has produced the following identification: and who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Plantation, Florida, County of Broward, State of Florida, this 13 day of December, 2001.

fotarv Public

My commission expires:

Richard C. Koskey, Esq. NOTARY PUBLIC - STATE OF FLORIDA RICHARD C. KOSKEY COMMISSION # CC708122 EXPIRES 1/1/2002 BONDED THRU ASA 1-888-NOTARY1

# CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BarMer, Inc., desiring to organize or qualify under the laws of the State of Florida, has named, RICHARD C. KOSKEY, as its registered agent to accept service of process within Florida, at 310 S. University Drive, Plantation, Florida 33324, which address is also designated as the registered office of the corporation first mentioned above.

ary S. Mercado

DATE: 12/13/01

Having been named registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, RICHARD C. KOSKEY hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

Richard C. Koskev.

DATE: 12/13/01