

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000035407

The Joe Barilla Group, Inc

800005181278--4
-04/02/02--01006--008
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
02 APR - 1 PM 3:59

FILED
2002 APR - 1 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓ 4/2/02

Signature _____

Requested by *AW*

Name _____

Date *4/1*

Time _____

Walk-In _____

Will Pick Up _____

EFFECTIVE DATE

3/25/02

ARTICLES OF INCORPORATION
OF
THE JOE BARILLA GROUP, INC.

FILED

2002 APR -1 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is The Joe Barilla Group, Inc..

ARTICLE II

The existence of the corporation shall begin on March 25, 2002.

ARTICLE III

The street address of the principal office of the corporation is 120 East Oakland Park Blvd Suite 105-008, Fort Lauderdale, FL 33334-1101

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 100, par value \$0 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 120 East Oakland Park Blvd., Suite 105-008, Fort Lauderdale, Florida, 33334-1101. The initial registered agent for the corporation at that address is Joe Barilla.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:

Name	Address
Joe Barilla	120 East Oakland Park Blvd, Suite 105-008

Fort Lauderdale, Florida 33334-1101

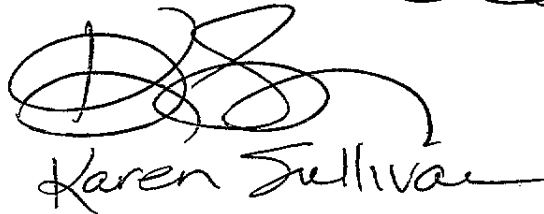
The undersigned has executed these articles of incorporation on March 22, 2002.


Joe Barilla
Incorporator

WITNESSES:







Karen Sullivan

FILED

2002 APR -1 AM 10:16

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Joe Barilla Group, Inc.
2. The name and address of the registered agent and office is:

Joe Barilla
120 East Oakland Park Blvd., Suite 105-008
Fort Lauderdale, Florida 33334-1101

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 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.



Joe Barilla

March 22, 2002

