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Florida Department of State
Division of Corporations
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From:

Account Name : REJEAN LEDUC
Account Number : I19980000058
Phone : (954)457-9070
Fax Number : (954)457-0089

FLORIDA PROFIT CORPORATION OR P.A.

Barnaby Brothers Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

Barnaby Brothers Inc.

The undersigned, has executed the following documents as Incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as Incorporator, and those of the Corporation, are to be determine in accordance with the laws of the State of Florida, and for said purposes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be Barnaby Brothers Inc.

ARTICLE II

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The Corporation shall also be authorized to engaged in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Corporation may:

1. Transact any and all lawful business;
2. Said Corporation shall furthermore have the following additional powers:

TO have perpetual succession by its corporate name;

TO sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

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TO have a Corporate seal, which may be altered at the will of the Directors and to use the same by causing it, or a facsimile, to be impressed, affixed, or in any other manner reproduced;

TO purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

TO sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

TO lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

TO purchase, take, receive, subscribe to, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or any interest in or obligations of, other domestic or Foreign Corporations, associations, partnerships, or individuals, for direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof,

TO enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

TO lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds, so loaned or invested;

TO conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida governing Corporations, for the administration;

TO make donations for the public welfare or for charitable, scientific, or educational purposes;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

TO be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

TO have and exercise all powers necessary to affect its purposes;

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TO indemnify' any person who buy reason of the fact that he or she is or was a Director, Officer, Employee or Agent of the Corporation to the full extent as permitted by Florida Law;

ARTICLE IV

The aggregate number of shares, which the Corporation shall have the authority to issue, is Ten thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. All such shares shall be of a single class and of equal right and power.

ARTICLE V

The Initial Board of Directors shall consist of a total of 2 persons whose name and address are as follows:

Name: George Barnaby- President

**Address: 2121 NW 139th Street
Bay 15
Miami, FL 33054**

Name: Omar Barnaby - Secretary

**Address: 2121 NW 139th Street
Bay 15
Miami, FL 33054**

ARTICLE VI

The Officer of the Corporation shall be the following individuals with his respective positions:

President:

Name: George Barnaby

Secretary:

Name: Omar Barnaby

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ARTICLE VII

The address of the principle office of this Corporation is: 1001 N. Federal Highway, #206, Hallandale, Florida 33009, and the mailing address for the said Corporation shall be the same.

ARTICLE VIII

The name and street address of the incorporator of this Corporation is as follows:

Name: Jerome E. Goldman,

Address: 1001 N. Federal Highway, #206 Hallandale, Florida 33009

ARTICLE IX

Nothing in these Articles of Incorporation shall be taken to limit the power of this Corporation.

ARTICLE X

The effective date of this Corporation shall be the filing date of these Articles of Incorporation in accordance with the Florida Statute governing Corporations.

IN WITNESS HEREOF, the undersigned has executed these Articles of Incorporation on this 12th day of April, 2001


JEROME E. GOLDMAN
Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

The following is submitted in compliance with the Florida Business Corporation Act:

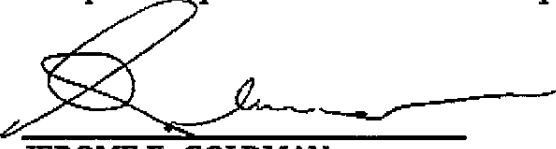
Barnaby Brothers Inc. is a Corporation organized under the laws of the State of Florida, with its registered office located at: 1001 North Federal Highway, Suite 206, in the city of Hallandale, in the County of Broward, State of Florida 33009, and has named Jerome E. Goldman, Esq. as agent to accept service of process within this State at the office specified in his acceptance below.


JEROME E. GOLDMAN
Agent

ACCEPTANCE:

I hereby agree, as registered Agent of Barnaby Brothers Inc. , to accept Service of Process at my office located at: 1001 North Federal Highway, Suite 206, City of Hallandale, County of Broward, Florida 33009, opened during the hours prescribed by Florida Statutes;

I furthermore agree to post my name, and any other officers of said Corporation authorized to accept service or process, at the Florida designated address in some conspicuous place in said office as required by law.


JEROME E. GOLDMAN
Registered Agent

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