20000517 TRANSMITTAL LETTER

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

Department of State

SUBJECT.	(PROPOSED CORPOR	ATE NAME – <u>MUST INCLU</u>	DE ŞUFFLX)	-
		1	1 0000550 -05/09/02- *****78.7	-01023011
Enclosed are an orig	ginal and one (1) copy of the ar	ticles of incorporation and	a check for:	
01/000 WY -9 ming Fee 2. 1 ming Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy & Certificate of Status	_
FRÖM:	HANNAH LEA	AN ROSS (Printed or typed)		
	4511 Misty La	Address	£	S-08-02
	Lynn Have	y, State & Zip	144	
	950-319- Daytime	1046 Telephone number		e se

90 : Hd 81 ddy 20 NOTE: Please provide the original and one copy of the articles. BECEINED

Articles of Incorporation Of Barcelona Bay, Inc.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida. The effective date of this incorporation shall be May 8, 2002

ARTICLE I

<u>Name</u>

The name of this incorporation shall be Barcelona Bay, Inc.

ARTICLE II

Nature of Business

The primary nature of business of this corporation shall be providing consulting services in education, public and government relations, association management, and any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock

The aggregate numbers of shares, which the corporation has the authority to issue, is 1,000, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE IV

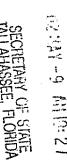
Term of Existence

The corporation shall exist perpetually.

ARTICLE V

Address

The initial street address of the registered office of this corporation in the State of Florida shall be 4511 Misty Lane, Lynn Haven, Florida 32444.





ARTICLE VI

Registered Agent

The Registered Agent of this corporation shall be Hannah Leigh Ross.

ARTICLE VII

Directors

This corporation shall have one director(s), initially. The number of directors may increase or diminish from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII Initial Directors

The name and address of the member (s) of the initial Board of Directors shall be:

Name Address

Hannah Leigh Ross

4511 Misty Lane Lynn Haven, Florida 32444

ARTICLE IX

Incorporator

The name and address of the person signing these Articles of Incorporation is:

Name and Address

Hannah Leigh Ross 4511 Misty Lane Lynn Haven, Florida 32444

ARTICLE X

Indemnification

The Corporation shall indemnify, or advance expenses to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation, provided that he is or was at the time a director of the Corporation or a

director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and condition as it shall determine, to indemnify or advance expenses to, any person made, or threatened to be made, a party to any action, suite, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

Amendment

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of May 2002.

Hannah Leigh Ross

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That Barcelona Bay, Inc., desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at 4511 Misty Lane, Lynn Haven Bay County, Florida has named Hannah Leigh Ross, Lynn Haven, Florida as its agent to accept service of process within this state.

STATE ORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Hannah Leigh Ross Resident Agent