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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

BARRIOS INVESTMENT GROUP, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

BARRIOS INVESTMENT GROUP, INC.

WE, THE UNDERSIGNED, ANGEL A. BARRIOS & REGLA M. BARRIOS hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

BARRIOS INVESTMENT GROUP, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated of implied.

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TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock of NONE PAR VALUE.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be: 14700 S.W 75TH AVE; MIAMI, FLORIDA 33158 and with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be: ANGEL A. BARRIOS

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
ANGEL A. BARRIOS	14700 S.W 78TH AVENUE MIAMI, FLORIDA 33158
REGLA M. BARRIOS	14700 S.W 78TH AVENUE MIAMI, FLORIDA 33158

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
ANGEL A. BARRIOS	PRESIDENT	14700 S.W 78TH AVENUE MIAMI, FLORIDA 33158
REGLA M. BARRIOS	VICE/PRESID	14700 S.W 78TH AVENUE MIAMI, FLORIDA 33158

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
ANGEL A. BARRIOS	14700 S.W 78TH AVENUE MIAMI, FLORIDA 33158	50
REGLA M. BARRIOS	14700 S.W 78TH AVENUE MIAMI, FLORIDA 33158	50

ARTICLE XII

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

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

First, that ^{INVESTMENT} BARRIOS GROUP, INC. desiring to organize or qualify under the law of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named ANGEL A. BARRIOS of 14700 S.W 78TH AVE; MIAMI, FL 33158 to accept service of process within Florida.


ANGEL A. BARRIOS
CORPORATE OFFICER

DATE: MARCH 03, 2003

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


ANGEL A. BARRIOS
DATE: MARCH 03, 2003

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ARTICLE XIII

ACKNOWLEDGEMENT

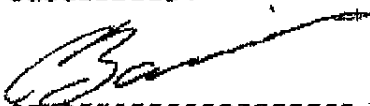
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 03rd Day of March, 2003 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, ANGEL A. BARRIOS, AND REGLA M. BARRIOS parties to the foregoing Certificate of Incorporation, and each acknowledged that they subscribe and acknowledges the foregoing Certificate as and for their voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Coral Gables, Dade County, Florida.

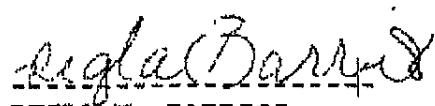
Notary Public
State of Florida at Large

My commission expires:

Suscribers:



ANGEL A. BARRIOS
PRESIDENT



REGLA M. BARRIOS
VICE-PRESIDENT

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TALLAHASSEE, FLORIDA

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