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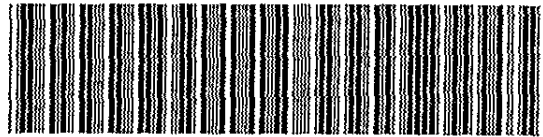
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 4/18

AGUSTIN DE GOYTISOLO, P.A.
OF COUNSEL & CIVIL-LAW NOTARY
ARAN CORREA & GUARCH, P.A.

TELEFAX
305.446.9220

PLEASE RESPOND TO:
600 BILTMORE WAY, SUITE 1205
CORAL GABLES, FLORIDA 33134-7534

TELEPHONE 305.443.3412
E-MAIL esdeley@bellsouth.net

April 10, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: BARRIEFIELD INCORPORATED, its articles of corporation as a
Florida corporation for profit.

Sir/Madam:

Enclosed for filing please find two 92) executed counterparts of the Articles of Incorporation of the above named corporation, appreciating that once such Articles are filed, that you order returned to the undersigned a certified copy thereof in the enclosed in the attached self-stamped envelope, at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

| | |
|------------------------------|-----------------|
| Filing Fee | \$35.00 |
| Registered agent designation | 35,00 |
| Certified copy | <u>52.50</u> |
| Total | <u>\$122.50</u> |

Do not hesitate to call me, if in doubt. Sincerely yours,


Agustin de Goytisolo, P.A.

Enc. (4)

AGUSTIN DE GOYTISOLO, P.A.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

Name of Director(s):

Agustín de Goytisofo

Director(s)' Address(es):

600 Biltmore Way, # 1205, Miami FL
33134.7534

**ARTICLES OF INCORPORATION
OF
BARRIEFIELD INCORPORATED**

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I - NAME

The name of the corporation is **BARRIEFIELD INCORPORATED**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 600 Biltmore Way, # 1205, Miami FL 33134.7534.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence on the date of filing of these articles of incorporation, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue ten million (10,000,000) shares of common stock having a par value of One United States Cent (\$0.01), each entitled to one (1) vote per share.

ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - INCORPORATOR


The subscriber to these Articles is Agustín de Goytisolo, Esq., whose offices are located as indicated in Article V above.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 600 Biltmore Way, # 1205, Miami FL 33134.7534 and the name of the initial registered agent of the

Corporation is Agustín de Goytisolo, Esq., that by these presents accepts his designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on April 10th, A.D. 2003.


_____(SEAL)
AGUSTIN DE GOYTISOLO
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **BARRIEFIELD INCORPORATED**
SECOND: The address of the Corporation is 600 Biltmore Way, # 1205, Miami
FL 33134.7534.

Corporate Officer Signature: _____

Title of Officer: _____


AGUSTIN DE GOYTISOLO, ESQ.

Date of Execution: April 10th, A.D. 2003

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


AGUSTIN DE GOYTISOLO, ESQ.

Date of Execution: April 10th, A.D. 2003

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