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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Harvey D. Rogers, P.A.**

ATTORNEY AT LAW  
Courthouse Plaza, Suite 500  
28 W. Flagler Street  
Miami, Florida 33130

Harvey D. Rogers, Esq.  
Nory Díaz, Esq.

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Facsimile: (305) 579-9711  
E-Mail: diazlaw1@aol.com

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

July 15, 2003

RE: Balari, Inc.

Dear Sir/Mam:

Enclosed you will find an original and a copy of the Articles of Incorporation of the above corporation, our check in the amount of \$70.00 and a self-addressed stamped envelope.

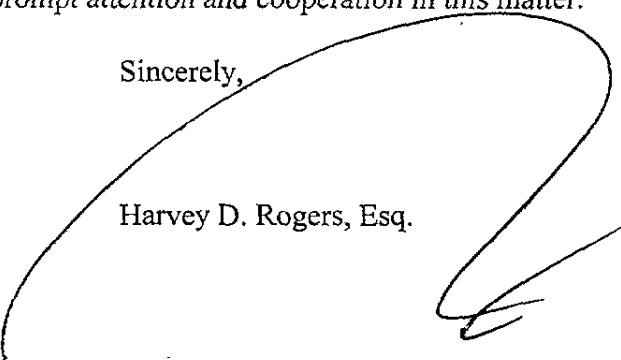
Please have the Articles of Incorporation filed and remit a copy to our office in the self-addressed stamped envelope enclosed herein for your convenience.

Should there be any questions relating to the foregoing, please feel free to contact the undersigned.

Thanking you in advance for your prompt attention and cooperation in this matter.

Sincerely,

Harvey D. Rogers, Esq.



HDR/nd

Enclosure

**ARTICLES OF INCORPORATION  
OF  
BALARI, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of this Corporation: **Balari, Inc.**

**ARTICLE II**

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

**ARTICLE III**

This Corporation is authorized to issue 7,500 shares of common stock of One (\$ 1.00) Dollar par value. No other class of stock is authorized.

**ARTICLE IV**

The principal office, mailing address and the initial registered office of this Corporation is: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, and the name of the initial registered agent of this Corporation, at the above address is: **Barry Gross**.

**ARTICLE V**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment thereto, and rights conferred upon the shareholders is subject to this reservation. All corporate powers shall be exercised by, and the business and affairs of the Corporation shall be managed by a majority vote of the shareholders of this Corporation.

**ARTICLE VI**

This Corporation shall have One (1) Director(s) initially. The number of the Directors may be either increased or decreased from time to time by the By-Laws of the Corporation, but shall never be less than One (1). The names and addresses of the initial Directors of this Corporation are:

**NAME**

**ADDRESS**

**Barry Gross**

Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

**Larisa Gross**

Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

#### ***ARTICLE VII***

The names and addresses of the persons signing these Articles of Incorporation are:

**NAME**

**ADDRESS**

**Barry Gross**

Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

**Larisa Gross**

Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

#### ***ARTICLE VIII***

The names and addresses of the initial Officers of this Corporation are:

**NAME**

**ADDRESS**

**OFFICE**

**Barry Gross**

Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

President

**Larisa Gross**

Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

Secretary

#### ***ARTICLE IX***

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

#### ***ARTICLE X***

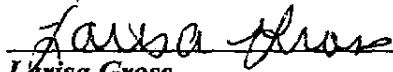
The Corporation shall indemnify all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

**ARTICLE XI**

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in any property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty one (51) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

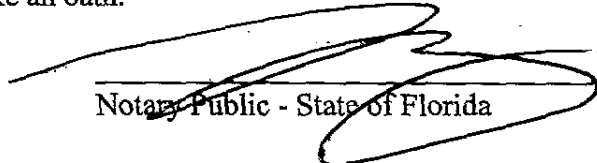
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of JULY, 2003.

  
Barry Gross

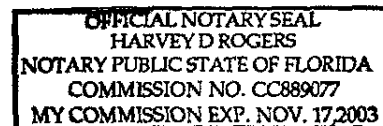
  
Larisa Gross

STATE OF FLORIDA                    }  
  } S.S.  
COUNTY OF MIAMI-DADE        }

Sworn to and subscribed before me this 15th day of July, 2003, by: **Barry Gross and Larisa Gross**, who did/did not take an oath.

  
Notary Public - State of Florida

My Commission Expires On:  
Personally Known: ✓ OR Produced Identification Of: \_\_\_\_\_

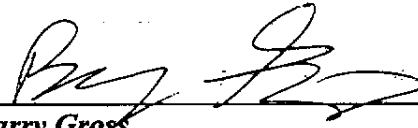


**APPOINTMENT AND ACCEPTANCE AS RESIDENT AGENT**

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

That **Balari, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Miami-Dade County, State of Florida, has named **Barry Gross**, as its resident agent for the Corporation which is located at: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, as its agent to accept service of process within this State.

**Balari, Inc.**

  
\_\_\_\_\_  
**Barry Gross**

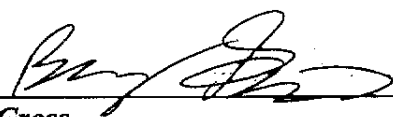
Title: President

Dated: 7/15/03

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TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Dated: 7/15/03

  
\_\_\_\_\_  
**Barry Gross**