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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PB-7/16

SIRVEN & ADAMS, P.A.
ATTORNEYS AT LAW

TONY SIRVEN
RICHARD J. ADAMS, JR.

BANK OF AMERICA BUILDING
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February 5, 2004

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


RE: *Articles of Incorporation of Barcelo Financial Group, Inc.*

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 for the enclosed Articles of Incorporation for Barcelo Financial Group, Inc. Please send a stamped certified copy of the Articles to **Sirven & Adams, P.A., Attn.: Richard Adams, 900 West 49th Street, Suite 514, Hialeah, Florida 33012.**

Should you have any questions or concerns, please contact the undersigned.

Very truly yours,


Richard J. Adams, Esquire

ARTICLES OF INCORPORATION
OF
BARCELO FINANCIAL GROUP, INCORPORATED

FILED
04 FEB -9 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is **BARCELO FINANCIAL GROUP, INCORPORATED**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose of this business is to engage in the retail sale of lawful merchandise.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 100 (One Hundred), all of which shall be one class of common stock having a par value of \$1.00 per share.

FIFTH: The address of its initial registered office is 780 N.W. 42 Avenue, Miami, Florida 33126 and the name of the initial registered agent is **CLAUDIO E. BARRERA**.

SIXTH: The initial board of directors will consist of one director, the President of the corporation, whose name is **CLAUDIO E. BARRERA**, and whose address is 780 N.W. 42 AVENUE, Miami, Florida 33126.

SEVENTH: The name and address of the incorporator is **CLAUDIO E. BARRERA**, whose address is 780 N.W. 42 AVENUE, Miami, Florida 33126.

EIGHTH: Preemptive Rights shall be as follows: The shareholder of stock of this Corporation shall be entitled to full preemptive right to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury stock.

NINTH: The initial street address of the principle office of the Corporation in the State of Florida is 780 N. W. 42 AVENUE, Miami, Florida 33126.

TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.


ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

b. The Corporation authorizes its director to reimburse the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

c. The directors of this Corporation shall have the sole discretion to determine the expenses for which the before-mentioned incorporator shall be reimbursed.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation.

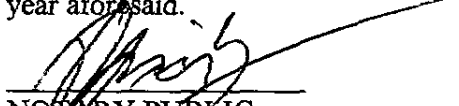
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of BARCELO FINANCIAL GROUP, INCORPORATED this 5th day of February, 2004.


CLAUDIO E. BARRERA
INCORPORATOR
AND REGISTERED AGENT

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI DADE)

ON THIS 5th day of February, 2004, before me, a notary public duly authorized in the State of Florida, County of Miami Dade, personally appeared CLAUDIO E. BARRERA, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.


NOTARY PUBLIC,
STATE OF FLORIDA



Yajaira Lopez
Commission #DD277019
Expires: Dec 22, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

BARCELO FINANCIAL GROUP, INC., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named CLAUDIO E. BARRERA, located at 780 N.W. 42 AVENUE, MIAMI, FLORIDA 33126, COUNTY OF DADE, STATE OF FLORIDA, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

DATED

FILED
04 FEB -9 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED this 5th day of February, 2004.

NOTARY PUBLIC/DATE



Yajaira Lopez
Commission #DD277019
Expires: Dec 22, 2007
Bonded Thru
Atlantic Bonding Co., Inc.