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(City/State/Zip/Phone #)

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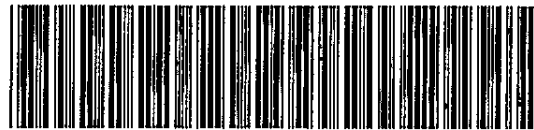
(Business Entity Name)

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DIVISION
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June 8, 2004

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

RE: Sue Barroso Enterprises, Inc.

Enclosed please find incorporation fees in the amount of \$122.50 for the above named corporation , along with Articles of Incorporation and Certificate of Registered Agent.

Please process and return to the address listed below at your earliest convenience.

Sincerely,

Madeleine L. Barroso

**Madeleine L. Barroso
1804 Seidenberg Ave.
Key West, FL 33040**

(305) 294-3520

Enclosures

04 JUN 14 PM 3:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF INCORPORATION
OF
SUE BARROSO ENTERPRISES, INC.**

We, the undersigned, hereby associate ourselves for the purpose of becoming a close corporation for profit under Chapter 608, Part II Close Corporation, Florida Statutes.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is SUE BARROSO ENTERPRISES, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is the following:

- a. To engage in the business of Marketing and Public Relations**
- b. To engage in the business of the retail trade**
- c. To engage in and carry on any other lawful business**

whatsoever reasonably allied with one or more of the foregoing purposes, or which is calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its properties.

d. To acquire, by purchase, lease or otherwise, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected upon any lands so owned, held, or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by this corporation.

**ARTICLE III
CAPITAL STOCK AUTHORIZED**

The maximum number of shares of stock with nominal or par value and the maximum number of shares without nominal or par value which the corporation is authorized to have outstanding at any time, the classes, with the distinguishing characteristics of each into which the same are divided, and the nominal or par

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value of the shares of stock other than shares which it is stated are to have nominal or par value are as follows:

The total authorized capital stock of this corporation is One Hundred (100) shares of the par value at Ten Dollars (\$10.00) each.

This corporation is not authorized to issue shares of stock of no par value not to issued shares of preferred stock.

ARTICLE IV RESTRICTIONS ON TRADE OF STOCK

This is a close corporation for profit and as such the shares of stock cannot be traded in the markets maintained by securities dealers or brokers.

ARTICLE V CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business is One Thousand Dollars. (\$1,000.00).

ARTICLE VI CORPORATE EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VII LOCATION OF PRINCIPAL OFFICE

The principal office of this corporation is to be at 1804 Seidenberg Avenue, Key West, Florida 33040.

ARTICLE VIII DIVISION OF PROFIT

The profit of this corporation shall be divided equally between stockholders, Madeleine L. Barroso and Joaquin A. Barroso

**ARTICLE IX
SUBSCRIBERS AND STOCK AGREED TO BE TAKEN BY EACH**

The name and post office address of each subscriber to this Certificate of Incorporation and the number of shares of stock of this corporation which each initial stockholder agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Madeleine L. Barroso	1804 Seidenberg Ave. Key West, FL 33040	50
Joaquin A. Barroso	1804 Seidenberg Ave. Key West, FL 33040	50

**ARTICLE X
MANAGEMENT BY STOCKHOLDERS**

a. The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

b. The capital stock of this corporation may be issued for such consideration as may be determined from time to time by the majority vote of the stockholders. Such capital stock may be issued for real or personal property, services or any other article or thing of value for the uses and purposes of this corporation, and when so issued shall be and become fully paid and non-assessable, the same as though paid for in cash. The stockholders of this corporation shall be the sole judges of the value of any property, right, or thing acquired in exchange for capital stock.

c. In addition to the powers expressly enumerated in this Certificate of Incorporation, this corporation shall possess all other powers now or hereafter bestowed upon close corporations generally under the laws of the State of Florida,

as well as those necessarily implied, and shall have and possess all powers necessary to conduct the business or businesses and carry out the objects herein expressed.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Key West, Monroe County, Florida, for the uses and purposes aforesaid.

Executed in the presence of:

[Signature]
Witness

[Signature]
Witness

[Signature] (SEAL)
Madeleine L. Barroso

[Signature] (SEAL)
Joaquin A. Barroso

STATE OF FLORIDA,
COUNTY OF MONROE,

BE IT REMEMBERED, that on this 8th day of June, A.D. 2004, personally appeared before me the undersigned, Notary Public, in and for the State of Florida at Large, MADELEINE L. BARROSO and JOAQUIN A. BARROSO, the parties to the foregoing Certificate of Incorporation, each to me well known and known to me to be the individuals described in and who signed and executed the foregoing Certificate of Incorporation, and severally acknowledge and declared that they did make, subscribe and acknowledge the foregoing Certificate of Incorporation for Sue Barroso Enterprises, Inc. as their voluntary act or deed, and that the contents of said Certificate of Incorporation are true and correct.

GIVEN under my hand and official seal this the day and year aforesaid.

[Signature]
Notary Public, State of Florida at Large

(SEAL)



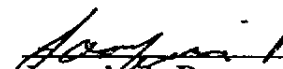
Carol L. Stephens
My Commission DD228581
Expires July 02, 2007

**CERTIFICATE DESIGNATING 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:

First, that Sue Barroso Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1804 Seidenberg Ave., Key West, Monroe County, Florida has named PATRICK K. BARROSO, located at 1804 Seidenberg Avenue, Key West, Florida, as its Agent to accept service of process within this state.

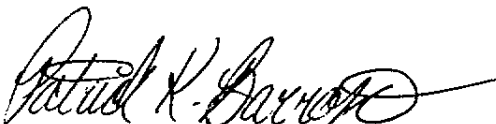

Madeleine L. Barroso


Joaquin A. Barroso

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACKNOWLEDGEMENT

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 provisions of said Act relative to keeping open said office.

BY: 
Patrick K. Barroso
Registered Agent