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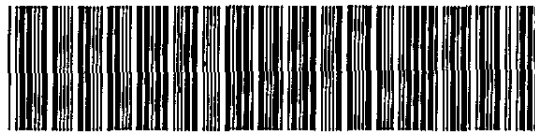
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THE LAW OFFICE OF
JAMES B. LYON, P.A.
3300 UNIVERSITY DRIVE, SUITE 802
CORAL SPRINGS, FLORIDA 33065

JAMES B. LYON
ALSO ADMITTED TO OHIO BAR

TELEPHONE (954) 752-3400
TELEFAX (954) 752-3411

July 7, 2004

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

VIA PRIORITY MAIL

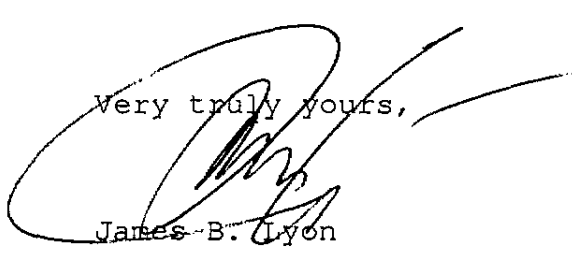
Re: Articles of Incorporation for Barelsky, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing with the Florida Department of State in the above referenced matter along with my check in the amount of seventy eight dollars (\$78.75) for filing fees. Please return a certified copy of the filed Articles to me in the enclosed self addressed envelope.

Thank you.

Very truly yours,


James B. Lyon

JBL/gc
Enclosures

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SECRET
DIVISION

**ARTICLES OF INCORPORATION
OF
BARELSKY, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is BARELSKY, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 3000-2 NW 25th Avenue, Pompano Beach, Florida 33069.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue five thousand (5,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3300 University Drive, Suite 802, Coral Springs, Florida 33065 and the name of the initial registered agent of this Corporation at that address is James B. Lyon, Esq.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Jeffrey Barack, 3000-2 NW 25th Avenue, Pompano Beach, FL 33069
Elliot Levine, 3000-2 NW 25th Avenue, Pompano Beach, FL 33069
Richard Widlansky, 3000-2 NW 25th Avenue, Pompano Beach, FL 33069

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ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: Richard Widlansky, 3000-2 NW 25th Avenue, Pompano Beach, Florida 33069.

ARTICLE VIII-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX-INDEMNIFICATION

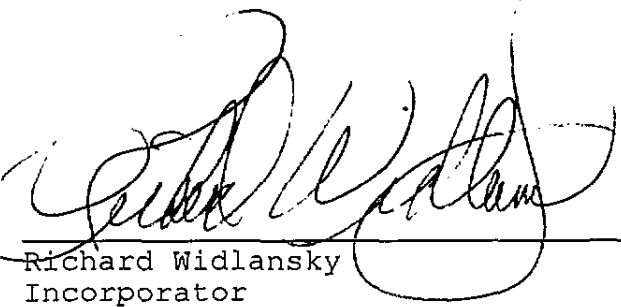
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 7, 2004



Richard Widlansky
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

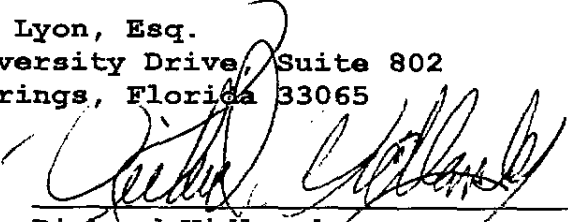
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BARELSKY, INC.

2. The name and address of the registered agent and office is:

James B. Lyon, Esq.
3300 University Drive, Suite 802
Coral Springs, Florida 33065




Richard Widlansky
Incorporator

Date: July 3, 2004

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



James B. Lyon, Esq.

DATE: July 7, 2004