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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**BARACOA, INC.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 7, 2005

FAS-T CORP. AGENTS, INC.

SUBJECT: BARACOA, INC.  
REF: W05000011528

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

FAX Aud. #: H05000054205  
Letter Number: 105A00015307

ARTICLES OF INCORPORATION

OF

**BARACOA, INC.**

The undersigned incorporator for the purpose of founding a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

**NAME**

The name of this corporation shall be:

**BARACOA, INC.**

The principal place of business of this corporation

The address of the principal office of this corporation shall be: 4315 Toledo Street, Coral Gables, FL 33146, and the mailing address of the corporation shall be the same.

ARTICLE II

**NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

M.A. MARTIN & ASSOCIATES, P.A.  
848 Brickell Avenue, Suite 830  
Miami, FL 33131  
(305) 374-4422

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TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 5000 shares of common stock having \$1.00 par value per share.

ARTICLE IV

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4315 Toledo Street, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Silvia S. Smith.

ARTICLE V

EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have One Director, the name and address of the initial Director is:

Director:

Fernando Vega  
C/ Serrano # 100  
Madrid, Spain

ARTICLE VII

**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:  
Renee Adwar, Esq., from M.A. Martin & Associates, P.A., 348 Brickell Avenue, Suite 830,  
Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 3<sup>rd</sup> day of  
March 2005.

By: 

Renee Adwar, Esq.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: Barcoo, Inc.
- 2 The name and address of the registered agent and office is:

Silvia S. Smith  
4315 Toledo Street  
Coral Gables, Florida 33146

By: *Renee Adwar*  
Renee Adwar, Esq.  
Dated: 3/3/05

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Having been named to accept service of process of the above stated corporation, 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.

By: *Silvia S. Smith*  
Silvia S. Smith  
Dated: 3/1/05