

**Electronic Articles of Incorporation
For**

P05000037564
FILED
March 10, 2005
Sec. Of State
clewis

BARKLEY-SPENCER CORPORATION

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BARKLEY-SPENCER CORPORATION

Article II

The principal place of business address:

7416 SW 48 ST
MIAMI, FL. 33155

The mailing address of the corporation is:

7416 SW 48 ST
MIAMI, FL. 33155

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

SIMON BENCHIMOL
19412 PRESIDENTIAL WAY
N MIAMI BEACH, FL. 33179

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: SIMON BENCHIMOL

Article VI

The name and address of the incorporator is:

SIMON BENCHIMOL
19412 PRESIDENTIAL WAY
N MIAMI BEACH, FL 33179

Incorporator Signature: SIMON BENCHIMOL

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: O
BAY COMMERCE SA
19412 PRESIDENTIAL WAY
N MIAMI BEACH, FL. 33179

Article VIII

The effective date for this corporation shall be:

03/10/2005