

**Electronic Articles of Incorporation
For**

P09000001116
FILED
January 05, 2009
Sec. Of State
rdunlap

BARNEY ENTERPRISES USA, INC.

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:

BARNEY ENTERPRISES USA, INC.

Article II

The principal place of business address:

4120 CUTLASS LANE
NAPLES, FL. US 34102

The mailing address of the corporation is:

4120 CUTLASS LANE
NAPLES, FL. US 34102

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:

1000

Article V

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

GUDRUN MARIA NICKEL, P.A.
350 FIFTH AVENUE SOUTH
SUITE 200
NAPLES, FL. 34102

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

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Registered Agent Signature: GUDRUN M. NICKEL

Article VI

The name and address of the incorporator is:

GUDRUN M. NICKEL
PMB 27, PO BOX 413005

NAPLES, FLORIDA 34101-3005

Incorporator Signature: GUDRUN M. NICKEL

Article VII

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

Title: PSTD
ANTHONY J BARNEY
4120 CUTLASS LANE
NAPLES, FL. 34102

Article VIII

The effective date for this corporation shall be:

01/05/2009