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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6:09 PM MAY 09 2011

TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

SUBJECT: BARRY'S MODEL PRODUCTS, INC.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of the NEW Articles of Incorporation.

Also enclosed is a check in the amount \$ 122.50 payable to: Florida Department of State for the TRANSFER FEE, filing fee, certified copy and certificate of status.

Please return to: BARRY'S MODEL PRODUCTS, INC.
C/O BARRY WEST- Registered Agent & Incorporator
9523 SHORT LEAF CT
APOPKA, FL 32703

NOTE: The original and one copy of the NEW articles are enclosed.

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TALLAHASSEE, FLORIDA

Affidavit to Release Corporation name for New Articles of Incorporation

STATE OF FLORIDA

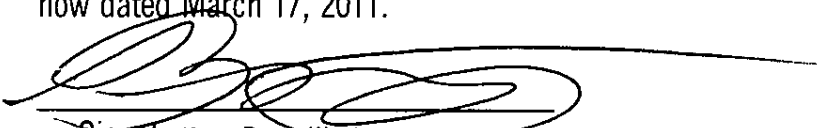
COUNTY OF LAKE

1. Introduction. Barry West, being duly sworn, deposes and says:

2. Description of Deponent. I am the President/Director/Incorporator of Barry's Model Products, Inc., a corporation organized and existing under the laws of Florida and qualified to do business under the laws of Florida, with its principal offices at: 9523 Short Leaf Ct Apopka, FL 32703. I make this affidavit solely as an agent of the above referenced corporation and in no other capacity.

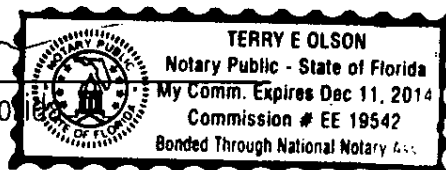
3. Revoking Privilege and Release of Name. I do now hereby revoke any former use of corporate name and do now transfer the corporate name: Barry's Model Products, Inc. to be filed and used with the new articles of incorporation now dated March 17, 2011 having full right, power, and authority to transfer such name.

4. Inducement. This affidavit is made for the specific purpose of transferring the corporate name as stated from any/all previous articles of incorporation dated prior to the new articles now dated March 17, 2011.


Signature — Barry West

Be it known that on the 17th day of March, 2011 before me appeared Barry West who is personally known to me.


Notary - State of Florida



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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the Corporation shall be: BARRY'S MODEL PRODUCTS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation is: 9523 SHORT LEAF CT APOPKA, FL 32703

The mailing address for all legal correspondence is: 9523 SHORT LEAF CT APOPKA, FL 32703

ARTICLE III PURPOSE

This corporation was established as a professional profit corporation.

ARTICLE IV SHARES

The aggregate number of shares which the Corporation has authority to issue 1,000 shares of common stock with no par value.

ARTICLE V OFFICERS/DIRECTORS

BARRY WEST

PRESIDENT

9523 SHORT LEAF CT
APOPKA, FL 32703

ARTICLE VI REGISTERED AGENT

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

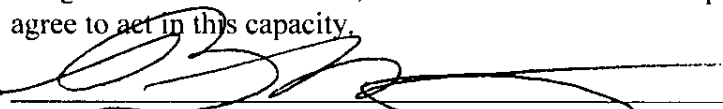
BARRY WEST LOCATED AT: 9523 SHORT LEAF CT APOPKA, FL 32703

ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

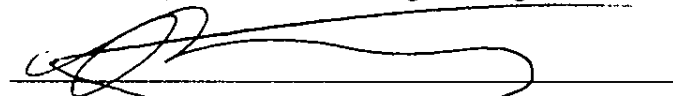
BARRY WEST located at: 9523 SHORT LEAF CT APOPKA, FL 32703

Having been named as registered agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


(SIGNATURE) BARRY WEST - Registered Agent

4-30-11

Date


(SIGNATURE) BARRY WEST - Incorporator

4-30-11

Date

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TALLAHASSEE, FLORIDA