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TO: DIVISION OF CORPORATIONS FROM: FAX-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 302-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARBA SUPPLIES, INC.
FAX AUDIT NUMBER: H95000007297 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/29/1995 TIME REQUESTED: 14:01:53
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

BARBA SUPPLIES, INC.

ARTICLE I - NAME

The name of this corporation is: BARBA SUPPLIES, INC. -

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

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 500 shares of ONE - DOLLAR 00/100 - - - (\$ 1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The initial and principal place of business of this corporation shall be at: 10720 W. FLAGLER STREET - BOX 31 MIAMI- FL 33174
The registered agent of this corporation shall be BARBARO - - RODRIGUEZ - - and the street address shall be located at 10720 W. FLAGLER STREET - BOX 31 MIAMI - FL 33174.

Prepared By: Barbaro Rodriguez
10720 W. Flagler St.
Miami FL 33174
(305) 261-8589

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TALLAHASSEE, FLORIDA

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

BARBARO RODRIGUEZ
2487 SW 18th. STREET
MIAMI FL 33145

ARTICLE VIII - INCORPORATORS

The name and address of the each incorporator are:

BARBARO RODRIGUEZ
2487 SW 18th. STREET
MIAMI FL 33145

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - CAPITAL AMOUNT

The amount of capital with which this corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS
. . . 00/100 - - - (\$500.00).

ARTICLE XIV - INDEMNIFICATION

The 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 subscribers have executed these articles of incorporation this 29 day of JUNE - - - of 1995.

President

 (seal)
Barbara Rodriguez

Vice President

____ (seal)

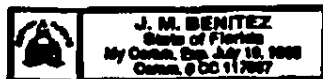
Secretary

____ (seal)

STATE OF FLORIDA }
COUNTY OF DADE } SS:

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared: Barbara Rodriguez - - - - -
- - - - -
known to me and known by me to the person(s) who executed the foregoing articles of incorporation, and he(they) acknowledged before me that he(they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29 - - day of June, 1995.



Juan M. Benitez
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING
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 registers office/registered agent, in the State of Florida.

1. The name of the corporation is: Barba Supplies, Inc. - - - -
2. The name and address of the registered agent and office is:

Barbaro Rodriguez
10720 W. Flagler St. Box 31 Miami - Fl 3174
(P.O. BOX NOT ACCEPTABLE)

SIGNATURE

Barbaro Rodriguez
(Corporate Officer)

TITLE: President

DATE: June 29, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR 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.

SIGNATURE

Barbaro Rodriguez
(Registered Agent)

DATE: June 29, 1995

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TALLAHASSEE, FLORIDA