

P96000071404

August 10, 1996

Messrs.,
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 0327
Tallahassee, Florida 32314

Dear Sirs:

I am pleased to enclose, herewith, the following items for filing with your good office., viz.

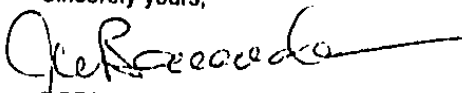
1. Two sets of the Articles of Incorporation of Barsuki International, Inc., duly signed by its respective incorporators/directors.
2. My check for the filing fee in the amount of \$130.00.

I would appreciate it very much if you will expedite the registration and filing of the above and send the appropriate documentation/certification to my mailing address at:

3208-C East Colonial Drive
Unit 291
Orlando, FL 32803

Thank you.

Sincerely yours,


GORDON M. BARANDA
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Florida
Department of State
Division of Corporations
Tallahassee, Florida 32399

**ARTICLES OF INCORPORATION
OF
BARSUKI INTERNATIONAL, INC.**

First. The name of the corporation is **BARSUKI INTERNATIONAL, INC.**

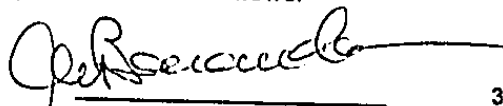
Second. Its registered office address in the State of Florida is to be located at 3208-C East Colonial Drive, Unit 291, Orlando, Florida, 32803. The registered agent thereof is **GORDON M. BARANDA** at 3208-C East Colonial Drive, Unit 291, Orlando, Florida, 32803.

Third. The nature of the business and objects and purposes to be transacted, promoted, and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz.,

"The purpose of the corporation is to engage in any lawful act or activity for which the corporations may be organized under the general Corporation law of Florida."

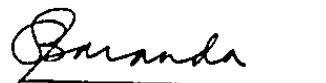
Fourth. Capitalization. The corporation shall have the authority to issue 100 shares of common stock, each share to have No Par value. The shares may be reissued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors. Other changes and modifications are provided for in the corporate By-Laws.

Fifth. The names and mailing addresses of each of the incorporators are as follows:



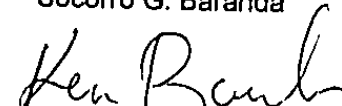
Gordon M. Baranda

3208-C East Colonial Drive
Unit 291, Orlando, FL 32803



Socorro G. Baranda

3208-C East Colonial Drive
Unit 291, Orlando, FL 32803



Kenneth G. Baranda

3208-C East Colonial Drive
Unit 291, Orlando, FL 32803



Blandina M. Baranda


620 Kinwood Place #114
Glendale, CA 91206

Sixth. The Board of Directors shall be elected as provided for in the By-Laws of the corporation. The initial Board of Directors shall be composed of the following:


GORDON M. BARANDA

President

3208-C East Colonial Drive, Unit 291
Orlando, FL 32803


SOCORRO G. BARANDA

Vice-President

3208-C East Colonial Drive, Unit 291
Orlando, FL 32803


KENNETH G. BARANDA

Director

3208-C East Colonial Drive, Unit 291
Orlando, FL 32803


BLANDINA M. BARANDA

Director


620 Kinwood Place #114
Glendale, CA 91206

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators have executed these Articles Of Incorporation this 16th Day of August, 1996.

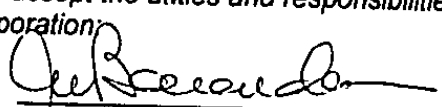

Gordon M. Baranda


Kenneth G. Baranda


Socorro G. Baranda


Blandina M. Baranda

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Gordon M. Baranda

Registered Agent