



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

February 1, 1997

P97000014837

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: BARCELONA INTERNATIONAL, INC.
P3421096BACEL

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-02/14/97--01087--004
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for BARCELONA INTERNATIONAL, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

h/2/15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 AM 8:16

ARTICLES OF INCORPORATION
OF
BARCELONA INTERNATIONAL, INC.

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be BARCELONA INTERNATIONAL, INC.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643.
The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 9604 Cortez Rd. W. #416, Bradenton, FL 34210
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.
- FIFTH: The total authorized stock of this corporation is divided into 20,000 share(s) at \$.01 par value.
- SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Arthur V. Celona 9604 Cortez Rd. W., #416, Bradenton, FL 34210
Dr. Carol Anne Celona Same as Above
Stephanie Black 5885 Edenfield Rd, M-15, Jacksonville, FL 32277
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

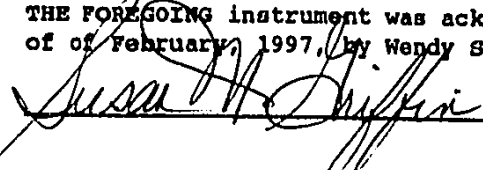
Wendy Snow - 1313 N. Market Street
Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 6th day of February 1997.

State of Delaware


County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of of February, 1997, by Wendy Snow.


SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000
Notary Public

This document was prepared by, Wendy Snow, 1313 Market Street,
Wilmington, DE 19801

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this BARCELONA INTERNATIONAL, INC. desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of BRADENTON, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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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.


Larry Wolfe

FEBRUARY 7, 1997
Date