

WHELAN & COX

Certified Public Accountants

15495 Eagle Nest Lane

Suite 100

Miami Lakes, Florida 33014

Telephone (305) 662-2727 Fax (305) 662-1341

PAUL E. WHELAN C.P.A.
PAUL A. COX C.P.A.

Members of
Association of
Certified Public Accountants
Florida Institute of
Certified Public Accountants

Secretary of State of Florida
Division of Corporations
Tallahassee, Florida 32304


Gentlemen:

On behalf of our client, Mr. John Yearwood, we are enclosing our check in the amount of \$122.50 and the Articles of Incorporation of:

Yes Barbados, Inc.

Please provide our client with a certified copy of these articles at your earliest convenience. Please mail to the corporation address indicated in the articles.

Sincerely,
Whelan & Cox
Certified Public Accountants


Paul E. Whelan C.P.A.

300002108833--8
-03/10/97--01125--016
****122.50 ****122.50

 3/18

97 MAR 10 AM 9:20
OFFICE OF THE
CLERK OF THE
SUPREME COURT

ARTICLES OF INCORPORATION

OF

YES BARBADOS, INC.

The undersigned, for purposes of forming a corporation under the Florida General Corporations Act, does hereby adopt the following Articles of Incorporation:

First: The name of the corporation is

YES BARBADOS, INC.

Second: The corporation is to have perpetual existence

Third: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

Fourth: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares, having \$1.00 par value each.

Fifth: The street address of the initial registered office of the corporation and the name of its initial registered agent at such address is:

**ROSALEEN P. BLUTE
18315 NW 61 AVE
MIAMI, FLORIDA 33015**

Sixth: The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of the person who is to serve as a members of the initial board of directors are:

**JOHN R. YEARWOOD
18315 NW 61 AVE
MIAMI, FLORIDA 33015**

FILED
MAR 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Seventh: The name and address of the incorporator is:

JOHN R. YEARWOOD
18315 NW 61 AVE
MIAMI, FLORIDA 33015

Eighth: The address of the corporation is:

18315 NW 61 AVE
MIAMI, FLORIDA 33015

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 5th of March, 1997.

STATE OF FLORIDA:

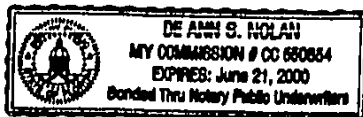
:SS.

R. Yearwood

COUNTY OF DADE :

BE IT REMEMBERED, that on this day personally appeared before the undersigned authority, JOHN R. YEARWOOD, party to the foregoing Articles of Incorporation, known to be such, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein are truly set forth.

Done this 5th day of MARCH, 1997, in Miami, Florida.



De Ann S. Nolan
NOTARY PUBLIC

My commission expires: June 21, 2000

The undersigned agrees to act as Registered Agent of YES
BARBADOS, INC., as per the foregoing Articles of Incorporation.

Rosaleen P. Blute
Registered Agent

Dated: MARCH 5, 1997

FILED
97 MAR 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA