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LISA H. ENFIELD
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Broward: (954) 472-2122
Dade: (305) 949-0322
Fax: (954) 370-1288

Executive Court of Jacaranda
8040 Peters Road, Suite H-107
Plantation, Florida 33324

April 28, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

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-05/07/97--01050--009
***122.50 ***122.50

Ref: **BARRIK INTERNATIONAL, INC.**


Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of **BARRIK INTERNATIONAL, INC.** duly signed and notarized. Also enclosed is a check in the amount of \$122.50 for the filing fee..

Kindly incorporate this corporation and provide me with the stamped copy and the Certificate of Incorporation.

Should you require any further information, please do not hesitate to contact me.

Sincerely,


Lisa H. Enfield
LHE:mve

OK
5/9/97

Articles of Incorporation

of

BARRIK INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: **BARRIK INTERNATIONAL, INC.**

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of shares <u>authorized</u>	Par Value <u>per share</u>	Class of <u>stock</u>
1000	-0-	common

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is as follows:

REGISTERED AGENT	ADDRESS
Barry Denton	3907 NW 4th Court Deerfield Beach, FL 33441

ARTICLE VI
CORPORATION'S INITIAL BUSINESS OFFICE

The street address of the corporation's initial business office is as follows:

3907 NW 4th Court
Deerfield Beach, FL 33441

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the directors of this corporation are as follows:

Name	Address
Barry Denton	3907 NW 4th Court Deerfield Beach, FL 33441
Diana Denton	3907 NW 4th Court Deerfield Beach, FL 33441

ARTICLE VIII

The name and address of the person signing these Articles is:

Barry Denton	3907 NW 4th Court Deerfield Beach, FL 33441
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ARTICLE IX
INDEMNIFICATION

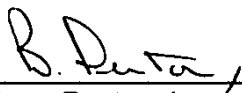
This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X
TRANSFER OF STOCK

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Executed by the undersigned at, Ft. Lauderdale, Florida on April 29, 1997



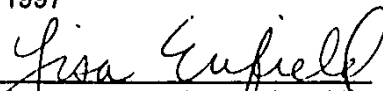
Barry Denton, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

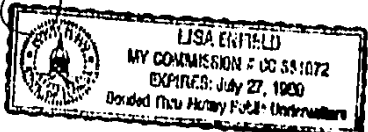
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Barry Denton who produced identification and known to me to be the person who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Ft. Laud., County of Broward, State of Florida, this 29 day April, 1997

My Commission expires:



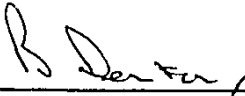
Notary Public, State of Florida



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA

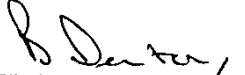
In compliance with Florida Statutes, the following is submitted:

That **BARRIK INTERNATIONAL, INC.**, desiring to organize and qualify under the laws of the State of Florida, has named Barry Denton as its registered agent to accept service of process within Florida at 3907 NW 4th Court, Deerfield Beach, FL 33441 which address is also designated as the registered office of the corporation first mentioned above.



Barry Denton, Incorporator

Having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate, Barry Denton hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



Barry Denton

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TALLAHASSEE, FLORIDA