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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BARCLAYS INVESMENT & MANAGEMENT INC.

AUDIT NUMBER.....H97000008569

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BARCLAYS INVESTMENT & MANAGEMENT INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The Name of the corporation is BARCLAYS INVESTMENT &
MANAGEMENT INC.

ARTICLE II.
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved
according to law and such existence shall commence at the time of
the filling of these Articles of Incorporation by the Department
of State.

ARTICLE III.
PERMITTED ACTIVITY

The Corporation shall engage in any activity of business
permitted under the laws of the United States and of the State
of Florida.

Roger Besu, Esq. (305) 262-7300
815 N.W. 57th Ave. # 484
Miami, FL 33126 FBN. 172146

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) of voting common stock with \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or option to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPLE OFFICE

The principal location of the Corporation is 2 ALHAMBRA PLAZA
PH-1A CORAL GABLES, FLORIDA 33134.

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ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is JESUS E. RUIZ.

The initial registered agent at that address is:

2 ALHAMBRA PLAZA PH-1A,
CORAL GABLES, FLORIDA 33134

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of least one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME 
JESUS E. RUIZ

ADDRESS
2 ALHAMBRA PLAZA PH-1A
CORAL GABLES, FL 33134

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ARTICLE IX.
INCORPORATOR

The name and address of the incorporator is: JESUS E. RUIZ
2 ALHAMBRA PLAZA PH-1A, CORAL GABLES, FL 33134

ARTICLE X.
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 28th day of March 1997.



JESUS E. RUIZ

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CERTIFICATE OF DESIGNATIONREGISTERED AGENT / REGISTERED OFFICEFILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

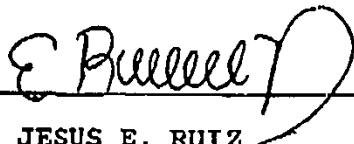
1. The name of the corporation is:

BARCLAYS INVESTMENT & MANAGEMENT INC.

2. The name and address of the Registered Agent and office is:

JESUS E. RUIZ
2 ALHAMBRA PLAZA PH-1A
CORAL GABLES, FL 33134

SIGNATURE



JESUS E. RUIZ

TITLE: President

DATE: March 28th, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

SIGNATURE:

JESUS E. RUIZ

DATE:

MARCH 28TH 1997

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