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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: BABAR AND CO., INC.

AUDIT NUMBER.....H97000010117

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

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION**  
**OF**

**FILED**  
**SECRETARY OF STATE**  
**DIVISION OF CORPORATIONS**  
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**BABAR AND CO., INC.**

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

**Article I**

**NAME**

The name of the Corporation is **BABAR AND CO., INC.**, and the principal address shall be 19820 S.W. 114th Court, Miami, Florida 33157.

**Article II**

**DURATION**

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

**Article III**

**NATURE OF BUSINESS**

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

**Article IV**

**CAPITAL STOCK**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez, Esq.  
10621 N. Kendall Dr., Suite 208  
Miami, FL 33176  
(305) 598-6577  
Fl. Bar No. 749060

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Article VII

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

**INCORPORATOR**

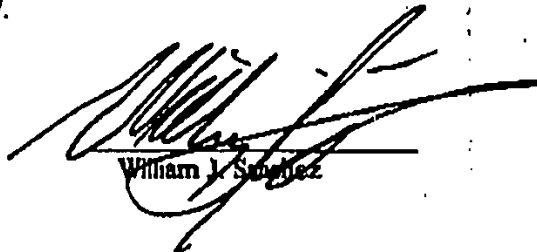
William J. Sanchez  
10621 N. Kendall Drive  
Suite 208  
Miami, Florida 33176

Article IX

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 4th  
day of June, 1997.

  
William J. Sanchez

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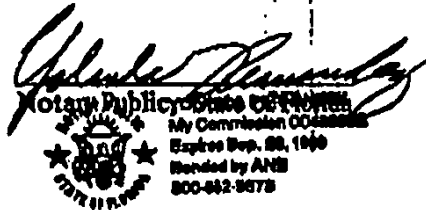
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State of Florida )  
 ) SS  
 County of Dade )

The following instrument was acknowledged and personally known before me this  
4th day of June, 1997.

My Commission Expires: 9/26/99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
 FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
 NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48,901, Florida Statutes, the following is submitted:

Babar and Co., Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, with office located at 19820 S.W. 114th Court, Miami, Florida 33157, has designated Mr. William J. Sanchez as its agent, who accepts service of process within Florida.

Incorporator

William J. Sanchez

Date: 6/12/97

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.

William J. Sanchez

Date:

6/12/97

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