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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: ~~JOHNNY C. RODRIGUEZ~~ *Kara*
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: BARENBAUM ENTERPRISES, INC.
AUDIT NUMBER.....H97000014596
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Barenbaum Enterprises, Inc.

Article II. Address

The mailing address of the Corporation is:
Barenbaum Enterprises, Inc.
277 N.W. 119th Drive
Coral Springs FL 33071

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Ivan Barenbaum
277 N.W. 119th Drive
Coral Springs FL 33071

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Ivan Barenbaum

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

David M. Beckerman I FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-391-8600

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

David M. Beckerman
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 4, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 4, 1997.



DAVID M. BECKERMAN
Kara O'Donnell as attorney-in-fact

David M. Beckerman | FL Bar Member 324477
Felberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-391-8600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

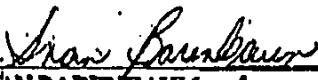
Barenbaum Enterprises, Inc.

REGISTERED AGENT/OFFICE:

Ivan Barenbaum
277 N.W. 119th Drive
Coral Springs FL 33071

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


IVAN BARENBAUM *Inc*

Date: September 4, 1997

EFFECTIVE DATE

09-04-97

David M. Beckerman | FL Bar Member 324477
Ferberbaum & Beckerman, P.A.
1200 North Federal Highway, Suite 320
Boca Raton FL 33432
561-381-8800

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