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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BAROMITOR INC.

AUDIT NUMBER.....H97000016047

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

CERT. OF STATUS..0

PAGES..... 5

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#97000016047
ARTICLES OF INCORPORATION
OF
BAROMITOR INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms
a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Baromitor Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of
Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of
Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value
which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is c/o Samuel
Spencer Blum, Esquire, 2666 Tigertail Avenue, Suite 106, Coconut Grove, Florida, 33133.

ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum,
Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

Florida Bar No. 273430

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#97000016047

Prepared by: Samuel S. Blum Samuel Spencer Blum
2666 Tigertail Ave., #106
Coconut Grove, FL 33133 305/854-1889 COUNSEL AT LAW

SEP 28/97

EMPIRE CORPORATE KIT

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ARTICLE VII

The corporation shall have three (3) directors initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The names and addresses of the initial directors of this corporation are:

Paul A. Morabito
603 Laurel Avenue
Los Angeles, CA 90048

Steven P. Faidley
1804 Dominion Way
Colorado Springs, CO 80918

Brent Link
603 Laurel Avenue
Los Angeles, CA 90048

ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX

The name and address of the incorporator is:

Paul A. Morabito
603 Laurel Avenue
Los Angeles, California 90048

ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

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Samuel Spencer Blum

ATTORNEY AT LAW

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ARTICLE XII

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

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25th day of SEPTEMBER, 19 97.

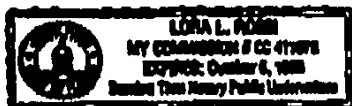

Paul A. Morabito, Incorporator

STATE OF FLORIDA)
 : ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 25th day of September, 19 97, by Paul A. Morabito, personally known to me or who has produced Florida I. D. as identification.

Print Notary's name and commission number


Notary Public, State of Florida at Large



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Samuel Spencer Blum

ATTORNEY AT LAW

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

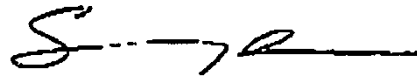
In compliance with §48.091, Florida Statutes, the following is submitted:

First, that Paul A. Morabito, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in City of Miami, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.



Paul A. Morabito, Incorporator

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.



Samuel Spencer Blum

SSB/bps
September 24, 1997
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TALLAHASSEE, FLORIDA

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Samuel Spencer Blum
ATTORNEY AT LAW

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