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ANTHONY M. LIVOTI, JR.
MEMBER OF FLORIDA, NEW YORK
& WASHINGTON D.C. BARS

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MEMBER OF FLORIDA BAR

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DONALD E. OSWALD
MEMBER OF FLORIDA BAR

KENNETH D. TAGUE
MEMBER OF FLORIDA
& TEXAS BARS

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/18/97--01050--007
****122.50 ****122.50

Re: BARCELONA ENTERPRISES, INC.

EFFECTIVE DATE

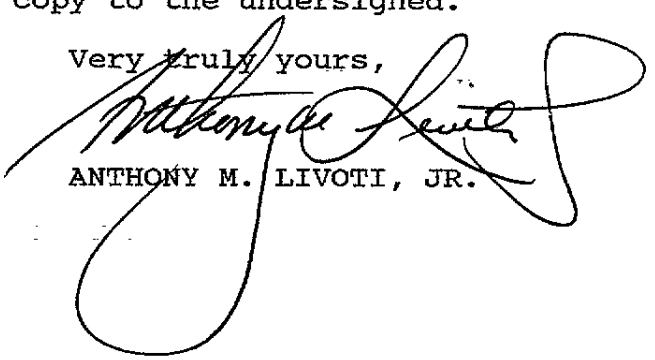
Gentlemen:

12-15-97

Enclosed please find original and duplicate of proposed Articles of Incorporation for BARCELONA ENTERPRISES, INC. along with my check in the amount of \$122.50 to cover the cost of filing same.

Once filed, please forward copy to the undersigned.

Very truly yours,


ANTHONY M. LIVOTI, JR.

AML:lh
encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 18 AM 9:07

12/19

ARTICLES OF INCORPORATION
OF
BARCELONA ENTERPRISES, INC.

ARTICLE 1

The name of the corporation is BARCELONA ENTERPRISES, INC.

ARTICLE 11

This corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

ARTICLE 111

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered agent of this corporation is 721 NE 3rd Avenue #2, Fort Lauderdale, Florida 33304

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EFFECTIVE DATE
12-15-97

and the name of the initial registered agent of this corporation at that address is ANTHONY M. LIVOTI, JR., ESQ.

ARTICLE VIII

This corporation shall have one director initially. The number of directors may increase from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Address</u>
ANTHONY M. LIVOTI, JR., ESQ.	721 NE 3rd Ave. #2 Ft. Laud. Fl. 33304

ARTICLE IX

The stock of this corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE X

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

<u>Name</u>	<u>Address</u>
ANTHONY M. LIVOTI, JR., ESQ.	721 NE 3rd Ave. #2 Ft. Laud., Fl. 33304

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of December, 1997.


ANTHONY M. LIVOTI, JR., ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared ANTHONY M. LIVOTI, JR., ESQ. known to me and known by me to be the person who executed these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of December, 1997.




NOTARY PUBLIC

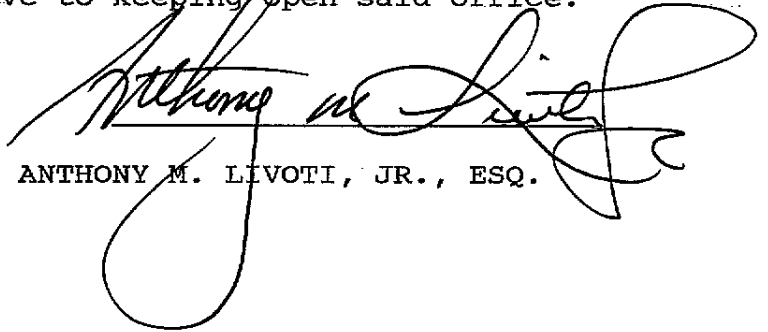
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That BARCELONA ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its principal office located at 721 NE 3rd Avenue, #2, Ft. Laud., Fl. 33304 as indicated in the Articles of Incorporation, has named ANTHONY M. LIVOTI, JR., ESQ. located at 721 NE 3rd Avenue #2, Ft. Laud., Florida 33304 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Anthony M. Livoti, Jr.", is written over a horizontal line. The signature is stylized with large, flowing loops.

ANTHONY M. LIVOTI, JR., ESQ.

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DIVISION OF CORPORATIONS
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