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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 18 PM 12:26

November 06, 1997

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002376236--6
-12/18/97--01017--022
*****52.50 *****52.50

Re: BARRY'S MODEL PRODUCTS INC.

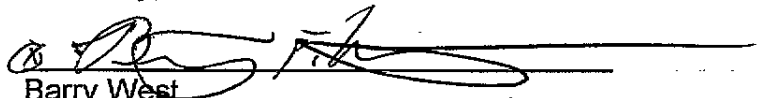
600002376236--6
-12/18/97--01017--023
*****70.00 *****70.00

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Barry's Model Products Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.
&\$52.50

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Barry West
9523 Short Leaf Ct., Apopka, FL 32703

D. BROWN DEC 19 1997

ARTICLES OF INCORPORATION

OF

BARRY'S MODEL PRODUCTS INC.

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ARTICLE I

The name of the Corporation is Barry's Model Products Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 9523 Short Leaf Ct., Apopka , FL 32703.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

The address of the initial registered office of the Corporation is 9523 Short Leaf Ct., Apopka , Florida 32703, and the name of the Corporation's initial registered agent for service of process at such address is Barry West.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Barry West, 9523 Short Leaf Ct., Apopka, FL 32703.

IN WITNESS WHEREOF, I have hereunto set my hand this 12 day of
DEC, 1997.



Barry West
9523 Short Leaf Ct., Apopka, FL 32703

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Barry's Model Products Inc.
2. The name of the registered agent and office is:

Barry West
9523 Short Leaf Ct., Apopka , Florida 32703

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 AS 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 POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

12-12-97