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CHANDLER R. FINLEY, ESQ.

ADMITTED TO FLORIDA BAR
ADMITTED TO U.S. DIST. CT. SO. FL
AMERICAN IMMIGRATION LAWYERS ASSOCIATION
FEDERAL BAR ASSOCIATION
INTERNATIONAL BAR ASSOCIATION

February 26, 1998

THE IMMIGRATION OFFICE

CORRESPONDENT OFFICES:
BRUSSELS
LONDON
PARIS
TORONTO

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

RE: **BARCOLA, INC.**

800002449198--9
-03/06/98-01048-014
*****78.75 *****78.75

Dear Sir/Madam:

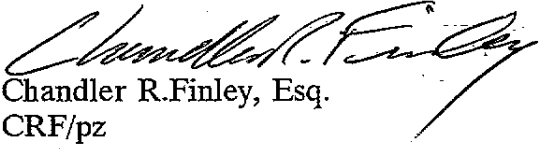
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Upon filing, please return the "stamped" copy of the Articles of Incorporation to this office.

Our check in the amount of \$78.75 is enclosed for payment of the filing fees.

Your prompt attention to this matter is appreciated.

Sincerely

FINLEY & ASSOCIATES, P.A.


Chandler R. Finley, Esq.
CRF/pz
Enclosure
c: Barcola, Inc.

FILED
98 MAR -6 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. CHESSE MAR 9 1998

**ARTICLES OF INCORPORATION
OF
BARCOLA, INC.**

Article I

Name

The name of this corporation is **Barcola, Inc.**

Article II

Principal Office Address

The principal office of the Corporation is located at: 312 34th Street, West Palm Beach, Florida 33407.

Article III

Capital Stock

This corporation is authorized to issue **1000** shares of common stock with no par value.

Article IV

Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 312 34th Street, West Palm Beach, Florida 33407, and the name of the initial registered agent of this corporation at that office is **Ezio Zatti**.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI
Incorporator

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

Name	Address
Ezio Zatti	312 34th Street, West Palm Beach, FL 33407.

Article VII
Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Name	Address
Ezio Zatti	312 34th Street, West Palm Beach, Florida 33407

Article IX
Indemnification

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of February, 1998.



Ezio Zatti, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under 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:

BARCOLA, INC.

2. The name and address of the registered agent and office is:

Name	Address
Ezio Zatti	312 34th Street, West Palm Beach, FL 33407

The undersigned Registered Agent, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statues.



Ezio Zatti, Registered Agent

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TALLAHASSEE, FLORIDA