3000041541

ACCOUNT NO. : 07210000032

REFERENCE: 810209 81501A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: May 7, 1998

ORDER TIME : 11:34 AM

ORDER NO. : 810209-005

CUSTOMER NO: 81501A

THE UNITED STATES **CORPORATION**

CUSTOMER: Mr. Howard A. Levine

LEVINE & SEGAUL, P.A.

Suite A-106

4300 N. University Drive Ft. Lauderdale, FL 33351

200002515462

DOMESTIC FILING

NAME: BAR-E, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

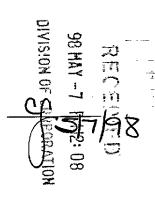
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:



51098

DIVISION OF CORPORATIONS

98 MAY -7 PM 2: 42

ARTICLES OF INCORPORATION

OF

BAR-E, INC.

Article I - Name

The name of the corporation shall be: BAR-E, INC.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

2301 NW 33rd St. Suite 111 Fort Lauderdale, FL 33309

Article III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

Article IV - Registered Agent

The name and address of the registered agent is:

Levine & Segaul, P.A. Suite A-106 4300 N. University Drive Fort Lauderdale, FL 33351

Article V - Effective Date

These articles of incorporation shall be effective immediately upon execution.

Article VI - Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Donald E. Kline
2301 NW 33rd St.
Suite 111
Fort Lauderdale, FL 33309

The undersigned has executed these Articles of Incorporation on May 6, 1998.

Donald E. Kline

CERTIFICATE OF DESIGNATION

REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- The name of the corporation is: BAR-E, INC. 1.
- The name of the registered agent is: 2.

Levine & Segaul, P.A. Suite A-106

4300 N. University Drive.

Fort Lauderdale, FL 33351

Signature:

Lawrence A. Levine, President

Date:

May 6, 1998

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 THE AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LEVINE & SEGAUL, P.A.

Signature:

Date:

May 6, 1998