

P98000046719

EDWARD MICHAEL BALENA
23282 BOCA CHICA CIRCLE
BOCA RATON, FLORIDA 33433
(561) 447-7056

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

500002531625--3
-05/21/98--01068--016
****122.50 ****122.50

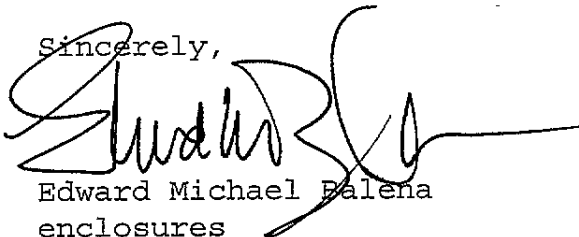
RE: BARTON GROUP, INC.

Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, BARTON GROUP, INC., along with payment in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50).

Please place these documents in line for processing. Thank you very much.

Sincerely,


Edward Michael Balena
enclosures

APPROVED
AND
FILED
98 MAY 21 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 26 1998

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

98 MAY 21 PM 12:54

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARTON GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME. The name of the Corporation is: BARTON GROUP, INC.
2. DURATION. The period of its duration is perpetual.
3. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK. The corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, all of one class, at NO Par Value.
5. PRINCIPAL OFFICE. The address of the principal office of the corporation is as follows:

BARTON GROUP, INC.
23282 Boca Chica Circle
Boca Raton, Florida 33433

6. INITIAL REGISTERED AGENT. The name and address of the initial registered agent of the corporation is as follows:

Edward Michael Balena
23282 Boca Chica Circle
Boca Raton, Florida 33433

7. INITIAL BOARD OF DIRECTORS. The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

Edward Michael Balena
23282 Boca Chica Circle
Boca Raton, Florida 33433

8. AMENDMENT OF ARTICLES. The 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.

9. INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

10. INCORPORATOR. The name and address of the incorporator is:

Edward Michael Balena
23282 Boca Chica Circle
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 1998.


INCORPORATOR

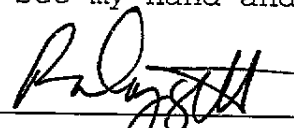
STATE OF FLORIDA)

SS

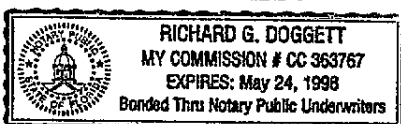
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared EDWARD MICHAEL BALENA, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

15 IN WITNESS HEREOF, I have hereunto set my hand and seal this day of May, 1998.


NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

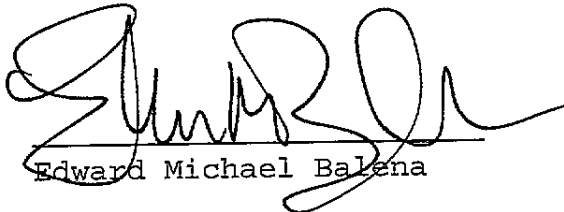
In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that BARTON GROUP, INC., a Florida corporation qualified to do business under the laws of this State, has appointed EDWARD MICHAEL BALENA as its agent to accept service of process within this State at the following address:

Edward Michael Balena
23282 Boca Chica Circle
Boca Raton, Florida 33433

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:



Edward Michael Balena

May 15, 1998

APPROVED
AND
FILED
98 MAY 21 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA