

((H98000010762 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BARNAT CORP.

AUDIT NUMBER.....H98000010762

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

4
NUM CAPS Connect: 00:01:34

FILED
98 JUN 10 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB JUN 10 1998

W 13282



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1998

EMPIRE

SUBJECT: BARNAT CORP.
REF: W98000013282

FILED
98 JUN 10 PM 1:58
STATE ART CLERK
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE V STATES ONE DIRECTOR, HOWEVER NONE ARE LISTED.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000010762
Letter Number: 098A00032497

Division of Corporations . P.O. BOX 9000
TALLAHASSEE, FLORIDA 32304-9000

P. 01/04 305 541 3770

JUN-10-1998 12:00

ARTICLES OF INCORPORATION
OF
BARNAT CORP.

ARTICLE I
NAME

The name of this Corporation is BARNAT CORP.

ARTICLE II
PURPOSE

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

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, each at \$0.10 par value.

ARTICLE IV
INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this Corporation is, together with the agent's address which is the street address of the initial registered office of this Corporation:

John W. McGovern
401 N.W. 127 Avenue, Apt.#11
Plantation, Florida 33325

The street address of the office of this Corporation and the business office of its registered agent are identical.

ARTICLE V
BOARD OF DIRECTORS

This Corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this Corporation may be established from time to time in the manner provided by the Bylaws.

John W. McGovern
401 N.W. 127 Avenue, Apt.#11
Plantation, Florida 33325

Prepared By:
Harleston R. Wood, Esq.,
1000 Brickell Avenue, Suite 300
Miami, Florida 33131
Tel:(305) 358-1000
Fla. Bar No. 291757

305 541 3770 P.03/04

EMPIRE CORP

JUN-10-1998 12:00

FILED
98 JUN 10 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000010762

H98000010762

ARTICLE VI
INCORPORATOR

H98000010762

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

John W. McGovern
401 N.W. 127 Avenue, Apt#11
Plantation, Florida 33325

FILED
98 JUN 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

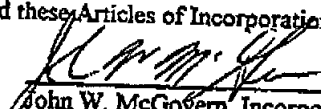
ARTICLE VIII
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX
CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual and shall commence on the date of acknowledgement and subscription of these Articles.

The undersigned Incorporator has executed these Articles of Incorporation this 28 day of May, 1998.


John W. McGovern, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as registered agent of BARNAT CORP.

This acceptance is dated the 28 day of May, 1998.


John W. McGovern
Registered Agent

C:\WPWIN\0121\ALHAM\BARNAT.ART

H98000010762