

ACCOUNT NO. : 072100000032

REFERENCE: 887367

COST LIMIT: \$ 70.00

ORDER DATE: July 10, 1998

ORDER TIME: 1:28 PM

ORDER NO. : 887367-005

CUSTOMER NO:

8690A

CUSTOMER: Ms. Irene Rubanchik

BEDZOW KORN BROWN WOLFE &

LIPTON, P.A. P. O. Box 8020

600002585706--S

Hallandale, FL 33008

DOMESTIC FILING

NAME:

GREEN & BARR CORP.

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: Cassandra Bryant

EXAMINER'S INITIALS:

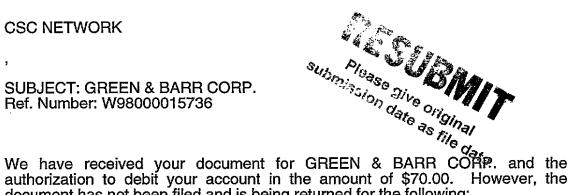


FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

98 JUL 10 AM 8: 50

July 13, 1998

CSC NETWORK



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Wanda Sampson **Document Specialist**

Letter Number: 798A00037061

NONAHOR CONFUNCTION

DIVISION OF CORPORATIONS

98 JUL 10 AM 8:50

ARTICLES OF INCORPORATION

OF

GREEN & BARR CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GREEN & BARR CORP.

The address of the principal office of this corporation shall be 353 West 47th Street, Miami Beach,

Florida 33140, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 200, 20803 Biscayne Boulevard, Aventura, Florida 33108, and the name of the initial registered agent of the corporation at that address is Gary L. Brown, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Yves Barroukh Dir.

353 West 47th Street Miami Beach, Florida 33140

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Yves Barroukh Pres./Sec./Treas. 353 West 47th Street Miami Beach, Florida 33140

ARTICLE VIII. INCORPORATOR

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

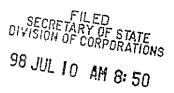
Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 10, 1998.

CORPORATION SERVICE COMPANY

By: Ullurah D. Skipper It's Agent, Deborah D. Skipper

HBD/clb



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

GARY L. BROWN, ESQ. , an individual residing in this state, having a business
office identical with the registered office of the corporation named below, and having been
designated as the Registered Agent in the above and foregoing Articles of Incorporation of:
GREEN & BARR CORP. is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505. Frorida Statutes. By:
Printed Name: GARY L. BROWN, ESO.

MS/18820.wp