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REFERENCE : 944580 131879A

AUTHORIZATION : *Patricia Pajito*

COST LIMIT : \$ 70.00

ORDER DATE : August 28, 1998

ORDER TIME : 12:21 PM

ORDER NO. : 944580-005

CUSTOMER NO: 131879A

CUSTOMER: Ignacio G. Zulueta, Esq
IGNACIO G. ZULUETA, P.A.

6255 Bird Road

Miami, FL 33155

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DOMESTIC FILING

NAME: BARR HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

BARR HOLDINGS, INC., a Florida Corporation

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be BARR HOLDINGS, INC., a Florida Corporation, and the principal place of business and mailing address of this corporation shall be: 6966 Long Needle Court, Orlando, Florida 32833.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 6966 Long Needle Court, Orlando,

Florida 32833, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Fernando Barroso.

ARTICLE VI INITIAL OFFICERS/DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The name and address of the initial director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Jorge Barroso	6902 SW 88th Street Apt. E 405 Miami, Florida 33156
Victor Barroso	2660 SW 37th Avenue Apt. 500 Miami, Florida 33133
Fernando Barroso	6966 Long Needle Court Orlando, Florida 32833
Hector Pages	Avenida Kennedy Marginal Diez Edificio ILA 6th Floor Puerto Nuevo, P.R. 00920

The name and title of the initial officers of the corporation, who shall hold office for the first year or until their successors are duly appointed by the Board of Directors, shall be:

<u>Name</u>	<u>Title</u>
Jorge Barroso	President
Victor Barroso	Vice-President
Fernando Barroso	Secretary/Treasurer

ARTICLE VII INCORPORATOR

The name and address of the incorporator is Ignacio G. Zulueta, at Ignacio G. Zulueta, P.A., 6255 Bird Road, Miami, Florida 33155.

ARTICLE VIII DIRECTOR CONFLICT OF INTEREST

A. Self dealing with the corporation: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected

or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

B. Dealing with other companies, persons or entities: Without incurring any liability to the corporation or any of its shareholders, any director, officer or shareholder of this corporation may be an officer, director, shareholder or partner of any other entity or transact any business whatsoever with any other entity even where said other entity is in direct or indirect competition with this corporation. Furthermore, there shall be no obligation to disclose any such transaction or business arrangement to this corporation.

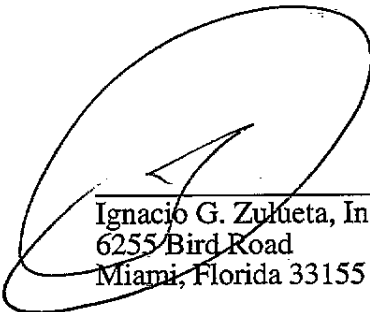
ARTICLE IX NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this ____ day of August, 1998.



Ignacio G. Zulueta, Incorporator
6255 Bird Road
Miami, Florida 33155

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted: BARR HOLDINGS, INC., a Florida Corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office at 6966 Long Needle Court, Orlando, Florida 32833, in the County of Dade, State of Florida, has named Fernando Barroso, at 6966 Long Needle Court, Orlando, Florida 32833, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Fernando Barroso
6966 Long Needle Court
Orlando, Florida 32833

DATED: this 27 day of August, 1998.

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