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FILED
99 FEB -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 26, 1999

FLORIDA SECRETARY OF STATE
Division of Corporations
P. O. Box 6327, Tallahassee, FL 32314

800002760498--4
-02/01/99--01115--020
70.00 **70.00

Re: Articles of Incorporation -- New Corporation

Dear Madam:

Please file the enclosed Articles of Incorporation for the above corporation which includes an Appointment of Registered Agent. My check for the \$70 to cover the two \$35 filing fees is enclosed.

An extra copy of the Articles of Incorporation is provided to be "file" stamped and returned.

Should there be any problem or question, please call the undersigned.

Thank you for your attention to this matter.

Very truly yours,


Glenn G. Kolk

Encl. Check for \$70.00 - Articles of Incorporation (original plus one copy)

F. CHESSEB FEB 3 1999

**ARTICLES OF INCORPORATION
of
BARGE-CO, INC.**

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Article One - Name

The name of this Corporation is BARGE-CO, INC.

Article Two - Duration

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article Three - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and may qualify and engage in such business or businesses anywhere in the world where it may be legal to do so.

Article Four - Capital Stock

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

Article Five - Initial Registered Agent and Principal Office Address

The name and street address of the initial registered agent of this Corporation is Ray Carreras, 1775 Northwest 75th Avenue, Miami, Florida 33126. The principal office address of this corporation is 1775 Northwest 75th Avenue, Miami, Florida 33126.

Article Six - Initial Board of Directors

This Corporation shall have not more than three (3) directors. The number of directors may be increased or diminished from time to time only by a vote of the shareholders and vacancies in the Board of Directors shall only be filled by the shareholders. The corporation shall initially have only one director.

The name and address of the initial director of this Corporation is:

Name

Address

Ray Carreras

1775 Northwest 75th Avenue, Miami, FL 33126

Article Seven - By-Laws

The By-Laws of this Corporation may be adopted, altered, amended or repealed only by the shareholders. By-Laws need not be adopted unless the shareholders subsequently elect to do so.

Article Eight - Indemnification

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

Article Nine - Incorporator

The name and address of the person signing these Articles is
Glenn G. Kolk, 520 Brickell Key Drive, Suite 1606, Miami, Florida 33131.

Article Ten - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

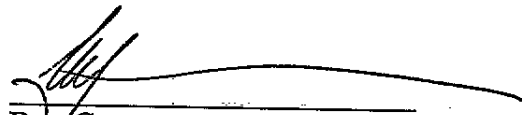
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of January, 1999.


Glenn G. Kolk

Acceptance of Registered Agent

Having been named to accept service of process for the above corporation at the place designated in Article Five of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of the duties of a registered agent.

Dated this 26th day of January, 1999.


Ray Carreras


STATE OF FLORIDA


COUNTY OF MIAMI-DADE

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared RAY CARRERAS who is personally known to me, and who after first being duly sworn by me acknowledged his signature and his acceptance of the appointment by the above Corporation as its registered agent.

This certificate is dated January 26, 1999.


GLENN G. KOLK
COMMISSION # CC 488077
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Glenn G. Kolk, Notary Public