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To:

Division of Corporations

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From:

Account Name

: ACE INDUSTRIES, INC.

Account Number: 070744001530

Phone

: (305)358-2571

Fax Munber

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FLORIDA PROFIT CORPORATION OR P.A.

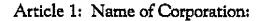
E & L BARRY PRODUCTIONS, INC.

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ARTICLES OF INCORPORATION



E & L BARRY PRODUCTIONS, INC.

Address of Corporation: C/O 150 BRADLEY PLACE, #403

PALM BEACH, FL 33480

- Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 200, with a par value of NO PAR. (PAR VALUE IS NOT REQUIRED).
- Article 3: REGISTERED AGENT: LYNN KUDELKO-BARBIERI REGISTERED OFFICE: 150 BRADLEY PLACE, #403 PALM BEACH, FL 33480
- * I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

you Kudelles Barbieri Signature of Registered Agent

- Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED). First listed is President, second is Vice President, then Secretary/Treasurer.
 - 1. LYNN KUDELKO-BARBIERI, 150 BRADLEY PLACE, #403, PALM BEACH, FL 33480
 - 2. ERNEST BARBIERI, 150 BRADLEY PLACE, #403, PALM BEACH, FL 33480
 - 3. CHARLES M. NAPOLI, SOUTH MAIN STREET, P.O. BOX 359, PINE PLAINS, NY 12567
 - 4. LYNN KUDELKO-BARBIERI SOLE DIRECTOR
- Article 5: The NAME and ADDRESS of the INCORPORATOR is:

LYNN KUDELKO-BARBIERI

150 BRADLEY PLACE, #403

PALM BEACH, FL 33480

In witness whereof, I have subscribed my name:

Signature of Incorporator

H99-4098

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Mlami, FL 33136, (305) 358-2571