

P99000018691



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 146591 11645A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : February 24, 1999

ORDER TIME : 1:57 PM

ORDER NO. : 146591-005

CUSTOMER NO: 11645A

CUSTOMER: Ms. Patti Barr
LERNER & PEARCE, P.A.
LERNER & PEARCE, P.A.
2888 East Oakland Park Blvd.

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: BARRY HOLDINGS, INC.

EFFECTIVE DATE:

300002786063--1

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

624
W99-41679

RECEIVED
99 FEB 24 PM 2:28
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 24 PM 12:46

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2/26/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 24 PM 12:46

February 24, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BARRY HOLDINGS, INC.
Ref. Number: W99000004679

RESUBMIT

Please give original
subject matter as file date.

We have received your document for BARRY HOLDINGS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 399A00008625

FILED
FEB 26 1999
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

99 FEB 24 PM 12:46

ARTICLES OF INCORPORATION OF
BARRY HOLDINGS, INC.

Article I - Name

The name of this corporation is BARRY HOLDINGS, INC.

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 - Registered Office; Registered Agent

The address of the initial registered office of the corporation is c/o Lerner & Pearce, P.A., 2888 East Oakland Park Blvd., Ft. Lauderdale, FL 33306 and the name of its initial registered agent at such address is Allan M. Lerner.

Article IV - Principal Office

The business address of the corporation's principal office is 40 S.E. 5th Street, Suite 600, Boca Raton, FL 33432.

Article V - Duration

The period of this corporation's duration is perpetual.

Article VI - Directors and Officers

6.1 Number; Initial Directors:

The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
James A. Barry, Jr.	40 S.E. 5 th Street, Suite 600 Boca Raton, FL 33432
James Michael Barry	40 S.E. 5 th Street, Suite 600 Boca Raton, FL 33432

6.2 Initial Officers:

The names, titles and addresses of the initial officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>
James A. Barry, Jr. Chief Executive Officer	40 S.E. 5 th Street, Suite 600 Boca Raton, FL 33432
James Michael Barry President	40 S.E. 5 th Street, Suite 600 Boca Raton, FL 33432

6.3 Changes in Authorized Number of Directors:

The minimum number of directors of the corporation shall be two (2) and the maximum shall be five (5) until changed by an amendment of these Articles of Incorporation duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

6.4 Powers of Directors:

Subject to the limitations contained in the Articles of Incorporation and the Florida Business Corporation Act. Chapter 607, Florida Statutes concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board.

The board of directors shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the company, to any standing or special committee of the corporation or to any officer or agent thereof. Notwithstanding any delegation of authority that the board may make hereunder, it shall exercise general supervision over the officers and agents of the corporation and shall be responsible to the shareholders for the proper performance of their respective duties.

6.5 Removal of Directors and Officers:

Any officer elected or appointed by the board of directors, or by the Executive Committee, or by the shareholders, or any member of the Executive Committee, or of any other standing committee, or any director of this corporation may be removed at any time, with or without cause, in such manner as shall be provided in the bylaws of this corporation.

Article VII - Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JAMES A. BARRY, JR.	40 S.E. 5 th Street, Suite 600 Boca Rañon, FL 33432

Article VIII - Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is five million five thousand (5,005,000), divided into five million (5,000,000) shares of common stock at \$0.001 par value each and five thousand (5,000) shares of preferred stock, at \$0.001 par value each.

The Board Of Directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series..

The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the Board Of Directors pursuant to this Article.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding, have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

Article IX - Shares

9.1 Pre-emptive Rights:

No holder of any shares of the corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the Board Of Directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the corporation of any class now or in the future authorized, nor any shares of the corporation purchased and held as treasury shares, or any part paid receipts or allotment certificates in respect of any such shares, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, receipts, certificates, securities, warrants or other instruments be unissued, or issued and subsequently acquired by the corporation; and any such shares, receipts, certificates, securities, warrants or other instruments, in the discretion of the board of directors, may be offered from time to time to any holder or holders of shares of any class or classes to the exclusion of all other holders of shares of the same or any other class at the time outstanding.

9.2 Actions by Written Consent:

Whenever the vote of shareholders at a meeting of shareholders is required or permitted to be taken for or in connection with any corporate action by any provision of the corporation law of the State of Florida, or of this certificate of incorporation or of the bylaws authorized or permitted by that law, the meeting and vote of shareholders may be dispensed with if the proposed corporate action is taken with the written consent of the holders of stock having a majority of the total number of votes which might have been cast for or in connection with that action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for that action, and provided that prompt notice is given to all shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

Article X - Regulation of Business and Affairs of Corporation

10.1 Powers of Board of Directors:

In furtherance and not in limitation of the powers conferred upon the Board Of Directors by statute, the Board Of Directors is expressly authorized, without any vote or other action by shareholders other than such as at the time shall be expressly required by statute or by the provisions of these Articles of Incorporation, as amended, or of the bylaws, to exercise all of the powers, rights and privileges of the corporation (whether expressed or implied in these articles or conferred by statute) and to do all acts and things which may be done by the corporation.

10.2 Indemnification:

The corporation is authorized to provide indemnification of its officers, directors employees and agents to the fullest extent permitted by Florida Statute, §607.0850 of the Florida Business Corporation Act.

10.3 Right of First Refusal:

In case a shareholder desires to sell his/her shares of stock, and has received a bona fide written offer for such shares ("Offer"), he/she must offer them for sale pursuant to the identical terms of the Offer first to the corporation, and if the corporation declines to purchase such shares, then to the remaining shareholders pro rata, it being the intention to give the corporation and then the remaining shareholders preference in the purchase of the shares, and any attempted sale in violation of this provision is null and void. The exceptions to this provision and

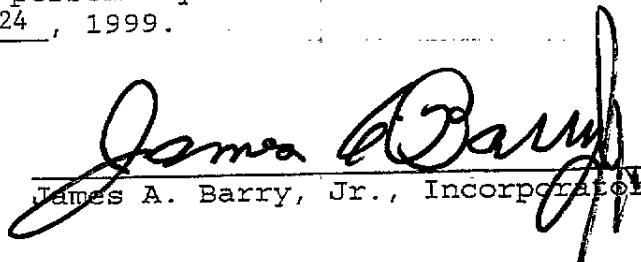
the procedures setting forth the manner in which this right of first refusal shall operate shall be set forth in the Bylaws.

The terms and conditions of this Article 10.3 shall not apply upon the filing of an initial public offering with the U.S. Securities & Exchange Commission and certain other limited transfers described in the Bylaws.

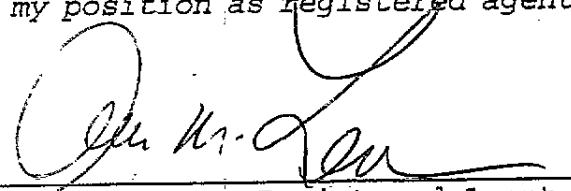
Article XI - Stock Option Plan

The Board of Directors, may, at their discretion, formulate and implement an Incentive Stock Option Plan or other form of stock option plan for the purpose of compensating and providing incentives for their key employees.

For the purpose of forming a corporation under the laws of Florida, the undersigned, has personally executed these Articles of Incorporation on February 24, 1999.


James A. Barry, Jr., Incorporator

Having been named agent and to accept service of process for the above stated corporation at the place designated in these Articles Of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Allan M. Lerner, Registered Agent
Dated: February 24, 1999