

P99000039952
BARTER USA, INC.
POST OFFICE BOX 3103
PALM BEACH, FLORIDA 33480

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

APRIL 25, 1999

RE: BARTER USA, INC.

800002857418--6
-04/29/99--01118--014
*****87.50 *****87.50

GENTLEMEN:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION,
TOGETHER WITH A CHECK IN THE AMOUNT OF \$87.50 REPRESENTING THE PAYMENT
OF THE FOLLOWING FEES:

FILING FEE	\$35.00
CERTIFIED COPY OF ARTICLES OF INCORPORATION	\$8.75
REGISTERED AGENT DESIGNATION	\$35.00
CERTIFICATE OF STATUS	\$8.75
AMOUNT ENCLOSED	\$87.50

AS NOTED UNDER ARTICLE X, THE EFFECTIVE DATE OF THESE ARTICLES IS
TO BE MAY 1, 1999.

PLEASE ADDRESS ALL CORRESPONDENCE TO THE FOLLOWING ADDRESS UNTIL
FURTHER NOTICE:

BARTER USA, INC.
POST OFFICE BOX 3103
PALM BEACH, FLORIDA 33480

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 29 PM 6:45

SINCERELY

LUC PETRE
BARTER USA, INC.
RWS\4

EFFECTIVE DATE

5-1-99

5-3-99

ARTICLES OF INCORPORATION
of
BARTER USA, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I – Corporation Name

The name of the corporation is:

BARTER USA, INC.

ARTICLE II – Mailing Address

The mailing address of the Corporation is POST OFFICE BOX 3103
PALM BEACH, FLORIDA 33480

ARTICLE III – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV – Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted now or hereafter conferred by the laws of the United States of America and the State of Florida.

ARTICLE V – Capital Stock

The corporation is authorized to issue 50 million shares (50,000,000)
of one cent (\$0.01) par value Common Stock, which shall be
designated "Common Shares."

ARTICLE VI – Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 APR 29 PM 6:45

EFFECTIVE DATE
5-1-99

ARTICLE VII – Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this Corporation is:

Robert W. Slater
214 Brazilian Avenue Ste. 221
Palm Beach Florida 33480

ARTICLE VIII – Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Luc Petre
605 South C Street
Lake Worth Florida 33460

ARTICLE IX – By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – Effective Date

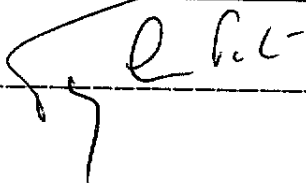
The effective date for these Articles of Incorporation shall be May 1, 1999.

ARTICLE XI – Incorporator

The name and address of the person signing these Articles of Incorporation is as follows:

Luc Petre
605 South C Street
Lake Worth Florida 33460

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4.26.99 day of April, 1999.



(Seal)

Page 3

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

The name of the Corporation is:

BARTER USA, INC.

In accordance with Florida Statutes Sections 48.091 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

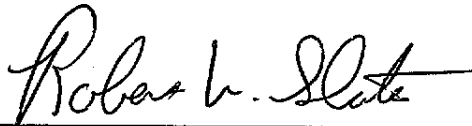
214 Brazilian Avenue Ste. 221
Palm Beach, FL 33480

has named Robert W. Slater

located at the above address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office, and further state I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 29 PM 6:45