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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

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FLORIDA PROFIT CORPORATION OR P.A.**BARANKA INVESTMENTS, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
BARANKA INVESTMENTS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The Name of the corporation ("Corporation") is Baranka Investments, Inc.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2050 SW 22nd Street, Suite 200, Miami, Florida 33145.

Prepared by:

Leonard Storchevoy, Esq.
2875 NE 191st Street
Suite PH-1B
Aventura, Florida 33180
Tel: (305) 692-8888
Fla. Bar No. 0122599

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**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$0.1 each.

**ARTICLE VI
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 2875 NE 191st Street, PH-1B, Aventura, Florida 33180. The initial registered agent for the corporation at that address is Leonard Storcheyov.

**ARTICLE VIII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of no fewer than one person, the exact number to be determined from time to time in accordance with the By Laws. The names and addresses of the persons who will serve on the initial Board of Directors are:

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Name and Address

Terrence Gideon Brandao
2400 SW 3rd Avenue #601
Miami, FL 33129

Michael Cannegieter
2400 SW 3rd Avenue #601,
Miami, FL 33129

Terrence Gideon Brandao
2400 SW 3rd Avenue #601
Miami, FL 33129

Title

President

Vice-President

Secretary

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is Terrence Gideon Brandao, 2400 SW 3rd Avenue #601, Miami FL 33129.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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


TERRENCE GIDEON BRANDAO

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STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Terrence Gideon Brandao and that he is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 26th day of October, 1999.



Juana Katharina Cruz
My Commission CC834184
Expires May 8, 2003

Juana Katharina Cruz

NOTARY PUBLIC, State of Florida, at
Large

My Commission Expires:

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

BARANKA INVESTMENTS, INC.

2. The name and address of the Registered Agent is

LEONARD STORCHEVOY, ESQ.
2875 NE 191ST STREET, SUITE PH-1B
AVENTURA, FLORIDA 33131

FILED
99 OCT 27 AM 11:43
TALLAHASSEE FLORIDA

Terrence Gideon Brandao
Terrence Gideon Brandao, President

Dated: October 26th, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Baranka Investments, Inc., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Leonard Storchey
Leonard Storchey

Dated: October 26, 1999

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