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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BARCELO TROPICALS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 DIVISION OF CORPORATIONS

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 Photocopy
 Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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Examiner's Initials g

4/23

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

BARCELO TROPICALS, INC.

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ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

1461 GREEN CANYON ROAD
FALLBROOK, CA 92028

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MANUEL RIVERO, JR
59 EAST 16 STREET
HIALEAH, FL 33010

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ANTONIO C. BARCELO
1461 GREEN CANYON ROAD
FALLBROOK, CA 92028

The undersigned incorporator has executed these Articles of Incorporation this _____ day of _____ 20__02


Signature

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ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

ANTONIO C. BARCELO 1461 GREEN CANYON ROAD FALLBROOK, CA 92028
- ROSA BARCELO 1461 GREEN CANYON ROAD FALLBROOK, CA 92028

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Registered Agent Signature