

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Barnes Properties, Inc.

- Art of Inc. File 200002493552--8
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ARTICLES OF INCORPORATION

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OF

BARNES PROPERTIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **BARNES PROPERTIES, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1711 N. 25th Street, Suite A, Fort Pierce, Florida 34947.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Clifford Barnes, 1711 N. 25th Street, Suite A, Fort Pierce, FL 34947.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Betty J. Barnes, Director, Secretary & Treasurer

Clifford Barnes, Director & President

Tonya L. Gayle, Vice-President

1711 N. 25th Street, Suite A, Fort Pierce, Florida 34947.

The undersigned has executed these Articles of Incorporation this 20th day of April, 1998.

"Capital Connection, Inc. by Cheri Lyn Boucher , Client Representative"

Cheri Lyn Boucher

CERTIFICATE OF DESIGNATION 98 APR 20 PM 2:28

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: BARNES PROPERTIES, INC.

2. The name and street address of the registered agent and office

is: CLIFFORD BARNES
1711 N. 25th STREET Suite A
FORT PIERCE, FL. 34947

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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 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.

Clifford Barnes