

**Electronic Articles of Incorporation
For**

N04000012076
FILED
December 29, 2004
Sec. Of State
dbrown

FRANCES BARFIELD MEMORIAL SCHOLARSHIP FUND CORP.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

FRANCES BARFIELD MEMORIAL SCHOLARSHIP FUND CORP.

Article II

The principal place of business address:

2836 ROYAL PALM AVENUE
MIAMI BEACH, FL. 33140

The mailing address of the corporation is:

701 BRICKELL AVENUE
SUITE 3000, ATTN. BRETT BARFIELD
MIAMI, FL. 33131

Article III

The specific purpose for which this corporation is organized is:

TO RAISE FUNDS FOR AND PROVIDE COLLEGE SCHOLARSHIPS TO HIGH
SCHOOL STUDENTS AND ANY OTHER LEGAL PURPOSE.

Article IV

The manner in which directors are elected or appointed is:

MAJORITY VOTE

Article V

The name and Florida street address of the registered agent is:

BRETT A BARFIELD
2836 ROYAL PALM AVENUE
MIAMI BEACH, FL. 33140

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: BRETT A. BARFIELD

Article VI

The name and address of the incorporator is:

BRETT A. BARFIELD
701 BRICKELL AVENUE
SUITE 3000
MIAMI, FLORIDA 33131

Incorporator Signature: BRETT A. BARFIELD

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
BRETT A BARFIELD
2836 ROYAL PALM AVENUE
MIAMI BEACH, FL. 33140

Title: V
KELLE L VICKNAIR
10650 DUNOON DRIVE
ALPHARETTA, GA. 30004

Title: D
BRETT A BARFIELD
2836 ROYAL PALM AVENUE
MIAMI BEACH, FL. 33140

Title: D
KIMBERLEY D KOURTIS
3300 SERENADE COURT
ALPHARETTA, GA. 30004

Title: D
KELLE L VICKNAIR
10650 DUNOON DRIVE
ALPHARETTA, GA. 30004