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ACCOUNT NO. : 072100000032

REFERENCE : 568189 8960A

AUTHORIZATION : *Tricia Pignato*

COST LIMIT : \$ 78.75

ORDER DATE : January 28, 2000

ORDER TIME : 12:08 PM

ORDER NO. : 568189-005

200003114662-2

CUSTOMER NO: 8960A

CUSTOMER: Debbie Miller, Legal Assistant  
EDWARD E. LEVINSON, P.A.  
EDWARD E. LEVINSON, P.A.  
Financial Federal Bldg., ph-e  
407 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: BARFIELD MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

00 JAN 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

00 JAN 28 PM 12:57  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
RECEIVED

*28-00*

ARTICLES OF INCORPORATION  
OF  
BARFIELD MANAGEMENT, INC.

APPROVED  
AND  
FILED  
00 JAN 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BARFIELD MANAGEMENT, INC.

The address of the principal office of this corporation shall be 480 N.E. 56th Street. Miami, Florida 33137, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Financial Federal Building, PH-E, 407 Lincoln Road, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Debbi-Starr Barfield	480 N.E. 56th Street
Dir.	Miami, Florida 33137

John O. Barfield	480 N.E. 56th Street
Dir.	Miami, Florida 33137

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Debbi-Starr Barfield      480 N.E. 56th Street  
Pres.                      Miami, Florida 33137

John O. Barfield          480 N.E. 56th Street  
Sec.                        Miami, Florida 33137

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 28, 2000.

CORPORATION SERVICE COMPANY

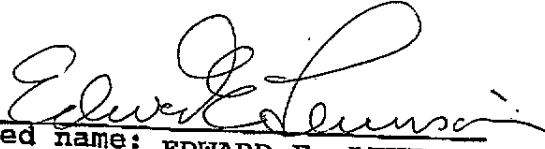
By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

BKC/ebc

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

EDWARD E. LEVINSON an individual residing in  
this state having a business office identical with the  
registered office of the corporation named below, and  
having been designated as the Registered Agent in the above  
and foregoing Articles of Incorporation of

BARFIELD MANAGEMENT, INC.  
is familiar with and accepts the obligations of the  
position of Registered Agent under Section 607.0505,  
Florida Statutes.

By:   
Typed name: EDWARD E. LEVINSON

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 28 PM 2:00

APPROVED  
AND  
FILED