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R. LANE LYNCHARD, P.A.

ATTORNEY AT LAW

R. LANE LYNCHARD, LL.M.

1811 ALHAMBRA STREET
NAVARRE, FLORIDA 32566
(850) 936-9578
FAX: (850) 936-9385

August 11, 2000

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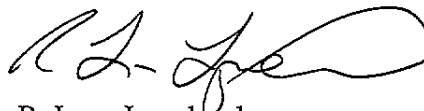
Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation – BARBER SOUTH, INC.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Barber South, Inc. together with the acceptance of Jeff Barber as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Please feel free to call me if you have any questions.

Sincerely,



R. Lane Lynchard

/bm
Enclosures

FILED
00 AUG 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BARBER SOUTH, INC.

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00 AUG 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit, hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I
NAME

The name of the corporation shall be **BARBER SOUTH, INC.** and its principal place of business shall be in the county of Okaloosa, Florida. The corporation shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II
DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any business as permitted under the laws of the United States and the State of Florida, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV

CAPITAL STRUCTURE

The corporation shall have authority to issue one thousand (1000) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

ARTICLE V
PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Okaloosa County, Florida, and the post office address of said principal office of the Corporation shall be 644B Anchors Street, Fort Walton, Florida 32548. The mailing address shall be the same.

ARTICLE VI

REGISTERED OFFICE

The street address of the Registered Office is 644B Anchors Street, Fort Walton, Florida 32548, and the name of the Registered Agent at said address is Jeff Barber.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.

Jeff Barber 8-11-00
Jeff Barber Date

ARTICLE VII

BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the Board of Directors, who shall hold office until their successor is elected and has qualified, is two whose names and addresses are as follows:

Name
Jeff Barber
Mike Barber

Address
644B Anchors Street, Fort Walton, Florida 32548
419 Fowler Road, Martin, Tennessee 38237

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Name

Address

Jeff Barber

644B Anchors Street, Fort Walton, Florida 32548

Jeff Barber 8-11-00
Jeff Barber, Incorporator Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA