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DENNIS R. GILLARD

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TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100003447331--3
-11/01/00--01079--012
*****78.75 *****78.75

RE: Britton H. Barnes, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and our check for \$78.75.

FROM: Britton H. Barnes, Inc.
328 E. Beach St.
Groveland, FL 34736

FEES: \$ 35.00 - Filing Fee
35.00 - Designation of Registered Agent
8.75 - Certificate of Status

\$ 78.75

FILED
00 NOV -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gr 11/2

ARTICLES OF INCORPORATION
OF
BRITTON H. BARNES, INC.

FILED
00NOV - 1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, the natural persons to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be Britton H. Barnes, Inc.

ARTICLE II. ADDRESS

The mailing address of this corporation shall be:
328 E. Beach St.
Groveland, FL 34736

ARTICLE III. DURATION

This corporation shall exist perpetually or until such time as it may be dissolved in accordance with existing laws.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED(500) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock of the corporation.

ARTICLE VI. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Britton H. Barnes
328 E. Beach St.
Groveland, FL 34736

ARTICLE VII. RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this corporation in the following respects:

- (a) The transferability or assignment of such stock.
- (b) The preemptive rights of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer of assignment.
- (c) The redemption or purchase of such stock by the corporation.
- (d) The sale, pledge and involuntary transfer of such stock.

ARTICLE VIII. INITIAL REGISTERED OFFICE, REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 328 E. Beach St. Groveland, FL 34736. The name of the initial Registered Agent and Resident Agent of this corporation is Britton H. Barnes at 328 E. Beach St. Groveland, FL 34736.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by laws, but shall never be less than (1). The name and address of the initial director of this corporation is:

Britton H. Barnes
328 E. Beach Street
Groveland, FL 34736

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer of director to the full extent permitted by law.

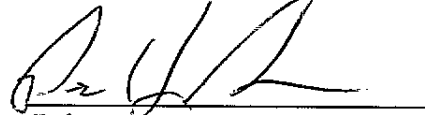
CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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:
Britton H. Barnes, Inc.
2. The name and address of the registered agent and office is:
Britton H. Barnes
328 E. Beach St.
Groveland, FL 34736

FILED
00 NOV - 1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING 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.



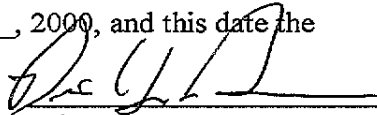
Britton H. Barnes

Date: 10-27-00

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of OCT, 2000, and this date the undersigned adopts these Articles of Incorporation.


Britton H. Barnes

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ LAKE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Britton H. Barnes, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of OCT, 2000.


Notary Public, State of Florida

