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December 20, 2000

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Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Barrins & Associates, Inc.

Dear Sir or Madam:

Enclosed please find the following regarding the above referenced corporation:

1. Original and one photocopy of the Articles of Incorporation for South Florida Capital, Inc.
2. Original Certificate of Domestication
3. Check in the amount of \$128.75.

Please file the Articles and the Certificate of Domestication in the records of the Division of Corporations and return to this office the Certificate of Incorporation and a certified copy of the Articles.

If you have any questions, please do not hesitate to contact my office.

Yours very truly,


C. Scott Brainard

CSB/sb

Enclosures

FILED
00 DEC 22 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

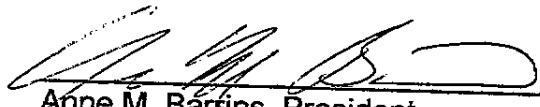

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CERTIFICATE OF DOMESTICATION

The undersigned, ANNE M. BARRINS, President of BARRINS & ASSOCIATES, INC., a foreign Corporation, in accordance with F.S. 607.1801 does hereby certify:

1. The date on which the corporation was first formed was September 14, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of Michigan.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was BARRINS & ASSOCIATES, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this Certificate is BARRINS & ASSOCIATES, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication was the State of Michigan.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of BARRINS & ASSOCIATES, INC., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 20th day of December, 2000.



Anne M. Barrins, President
Authorized Signature

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

FILED
00 DEC 22 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARRINS & ASSOCIATES, INC.

FILED
00 DEC 22 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is BARRINS & ASSOCIATES, INC., and its principal office or mailing address is 1929 Illinois Avenue NE, St. Petersburg, FL 33703

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1929 Illinois Avenue NE, St. Petersburg, FL 33703, and the name of the initial registered agent is Anne M. Barrins.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Anne M. Barrins

1929 Illinois Avenue NE
St. Petersburg, FL 33703

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Anne M. Barrins

1929 Illinois Avenue NE
St. Petersburg, FL 33703

ARTICLE 8: NO CUMULATIVE VOTING

There shall be no cumulative voting in any election for directors of the Corporation.

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

The power to alter or amend these Articles, or to adopt new provisions for these Articles, is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of December, 2000.


ANNE M. BARRINS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 20th day of December, 2000.


ANNE M. BARRINS
Registered Agent