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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 951423 7182640

AUTHORIZATION : *Patricia Pizz*

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 2001

ORDER TIME : 4:01 PM

ORDER NO. : 951423-005

CUSTOMER NO: 7182640

CUSTOMER: Mr. Jeffrey Marcus
Jeffrey Marcus, Cpa, PA

800003528868--9

4300 North University Drive
#d-206
Fort Lauderdale, FL 33351

DOMESTIC FILING

NAME: BARRETT KEITH MANAGEMENT, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

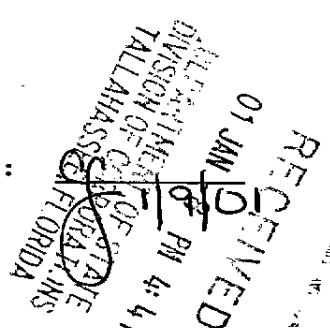
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130
EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
BARRETT KEITH MANAGEMENT, INC.

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:

BARRETT KEITH MANAGEMENT, INC.

The address of the principal office of this corporation shall be P.O. Box 82-3093, South Florida, Florida 33082 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 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4300 North University Drive, #D-206, Lauderhill, Florida 33351, and the name of the initial registered agent at that addresss is Jeffrey Marcus.

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 one Director, initially. The name and address of the initial member of the Board of Directors is:

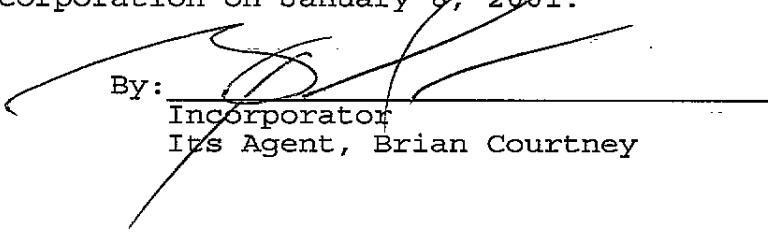
Barrett Kluck. P.O. Box 82-3093
Director South Florida, Florida 33082

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on January 8, 2001.

By: 
Incorporator
Its Agent, Brian Courtney

jxm

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Jeffrey Marcus, 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:

BARRETT KEITH MANAGEMENT, INC.

Jeffrey Marcus is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Jeffrey Marcus
Typed Name: Jeffrey Marcus