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CUSTOMER:	Seth E. Ellis, Esq The Law Offices Of Seth E. OOO	003828630-
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CUSTOMER : NAI	Seth E. Ellis, Esq The Law Offices Of Seth E. Ellis, P.a. Suite 290 2600 North Military Trail Boca Raton, FL 33433 <u>DOMESTIC FILING</u> ME: <u>BARNETT ASSET MANAGEMENT CORP.</u> FILE 1ST TICLES OF INCORPORATION RTIFICATE OF LIMITED PARTNERSHIP TICLES OF ORGANIZATION	DIVISION OF CORPORATIONS 2001 MAR -9 AN 11: 31 2001 MAR -9 AN 11:
CUSTOMER: NAN NAN XX AR' CEI AR' PLEASE RE'	Seth E. Ellis, Esq The Law Offices Of Seth E. Ellis, P.a. Suite 290 2600 North Military Trail Boca Raton, FL 33433 <u>DOMESTIC FILING</u> ME: <u>BARNETT ASSET MANAGEMENT CORP.</u> FILE 1ST TICLES OF INCORPORATION RTIFICATE OF LIMITED PARTNERSHIP	DIVISION OF COR 2001 MAR -9 TO ACKNOWL SUFFICIENCY OF



RESUBMIT

Please give original submission date as file date.

FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 9, 2001

CSC NETWORKS 1201 HAYS ST TALLAHASSEE, FL 32301

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SUBJECT: BARNETT ASSET MANAGEMENT CORP. Ref. Number: W01000005431

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We have received your document for BARNETT ASSET MANAGEMENT CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall Document Specialist

Letter Number: 501A00014620

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ARTICLES OF INCORPORATION

2001 MAR -9 PM 1:45

OF

SECRETARY OF STATE TALLAHASSEE FLORIDA

BARNETT FAMILY MANAGEMENT CORP.

The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is BARNETT FAMILY MANAGEMENT CORP., a Florida Corporation (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is:2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.
- THIRD: The Corporation is authorized to issue 1000 hares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: c/o LAW OFFICES OF SETH E. ELLIS, P.A.,2600 North Military Trail, Suite 290, B o c a Raton, Florida 33431, and the registered agent at this address is: Seth E. Ellis, Esq.
- FIFTH: The name and address of the incorporator of the Corporation is: Seth E. Ellis, Esq. located at:2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have ONE director initially and the number of directors may be 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 the Corporation is:

ARLENE BARNETT 54 Verkade Drive, Wayne, NJ 07470

EIGHTH: The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of <u>MPACO</u>, 2001.

SETH E. ELLIS, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Seth E. Ellis

Authorized Representative

