

PO1000034244

SCOTT F. NELSON, P.A.

CERTIFIED PUBLIC ACCOUNTANT

CERTIFIED FINANCIAL PLANNER

200 SOUTH HOOVER BOULEVARD, BUILDING 201

SUITE 140

TAMPA, FLORIDA 33609

813-286-7946 FAX 813-639-1142

FILED
01 MAR 30 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 26, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32399

RE: GEORGE BARNES, INC.

600003932596--8

-04/02/01--01007--005

*****70.00 *****70.00

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$70.00. This check represents the cost of the filing fees.

Respectfully,



Scott F. Nelson
Certified Public Accountant

P# 4/4/01

ARTICLES OF INCORPORATION

of
GEORGE BARNES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: GEORGE BARNES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3002 W. NORTH A STREET
TAMPA, FL 33609

ARTICLE III - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

SCOTT F. NELSON
200 SOUTH HOOVER BLVD.
BLDG. 201, SUITE 140
TAMPA, FLORIDA 33609

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:

GEORGE BARNES
3002 W. NORTH A STREET
TAMPA, FL 33609

ARTICLE VIII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

SCOTT F. NELSON
200 SOUTH HOOVER BLVD.
BLDG. 201, SUITE 140
TAMPA, FLORIDA 33609

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 27 day of March 2001.

Signature _____

STATE OF FLORIDA)
SS
COUNTY OF HILLSBOROUGH)

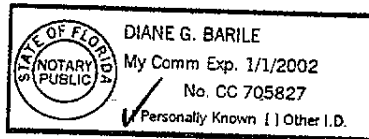
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT F. NELSON, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 27 day of March 2001,

(Notary Seal)

(Notary Public, State of Florida at large)

My Commission expires:



FILED

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

01 MAR 30 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***CERTIFICATE OF REGISTERED AGENT
OF
GEORGE BARNES, INC.***

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 200 SOUTH HOOVER BLVD, BLDG 201, SUITE 140, TAMPA, FLORIDA 33609 has named SCOTT F. NELSON, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)