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June 26, 2001

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Barbara Associates, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation. Additionally enclosed is a check in the amount of \$70.00 for the filing fees. Upon filing the enclosed, please return a stamped copy to the address below.

FROM: ROBERT A. ROSENBERG, ESQUIRE
28960 U.S. 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

PLEASE SEND COPY TO:

ROBERT A. ROSENBERG
28960 U.S. HIGHWAY 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

Telephone Number: (727) 771-8787
Fax Number: (727) 781-1387

FILED
01 JUN 28 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK JUL 2 - 2001

**ARTICLES OF INCORPORATION
FOR
BARBARA ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation shall be BARBARA ASSOCIATES, Inc.

ARTICLE II – DURATION

The duration of the corporation shall be perpetual.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV – AUTHORIZED STOCK

The corporation is authorized to issue Five Thousand (5000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V – INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Barbara Landmesser. The street address of the initial registered office of the corporation for service of process shall be 2768 Peachtree Circle, Clearwater, FL 33761.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial director of the corporation is:

Barbara Landmesser

P.O. Box 2068
Dunedin, FL 34697

ARTICLE VII – INCORPORATOR

The name and address of each incorporator of the corporation is

Barbara Landmesser

P.O. Box 2068
Dunedin, FL 34697

ARTICLE VIII – PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be P.O. Box 2068, Dunedin, FL 34697. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX – BY LAWS

The board of director(s) at the organizational meeting shall adopt the initial bylaws of the corporation. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X – POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI – PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same

shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII – AMENDMENT OF ARTICLES

The corporation reserves the rights to amend, alter, change, or repeal any provision or provisions contained in these Articles or Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholder of the corporation are granted subject to this reservation.

ARTICLE XIII – COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

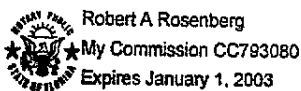
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of June, 2001



Barbara Landmesser, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of June, 2001, by Barbara Landmesser, who is personally known to me or who has produced FL. DRIVER LICENSE (type of identification) as identification.




Signature of Person Taking Acknowledgment

(NOTARY SEAL)

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for BARBARA ASSOCIATES, Inc., a Florida corporation, and hereby states that she is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 26th day of June, 2001.



Barbara Landmesser
2768 Peachtree Circle
Clearwater, FL 33761

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