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CHARLES C. GARRETSON

ATTORNEY & COUNSELOR AT LAW

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ADMITTED IN:
FLORIDA 1987
LOUISIANA 1968

CIRCUIT COURT MEDIATOR
FAMILY COURT MEDIATOR
ARBITRATOR

September 24, 2001

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

500004620865-3
-10/03/01-01010-002
*****70.00 *****70.00

RE: BARHAM SOLUTIONS, INC.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation of **Barham Solutions, Inc.** along with a check in the amount of \$70.00 for the filing fee.

Thank you for your assistance in this matter.

I remain,

Sincerely yours,



Deborah L. Franco,
Paralegal to
Charles C. Garretson

/dlf

Enclosures

B. BROWN OCT - 4 2001

ARTICLES
OF INCORPORATION
OF

01 OCT -3 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARHAM SOLUTIONS, INC.

STATE OF FLORIDA

BE IT KNOWN, that on this 24th day of September, 2001 before me, the undersigned Notary Public, personally came and appeared:

Micah Barham

Subscriber(s) hereto, of the full age of majority who declared to me, in the presence of the undersigned competent witnesses, that availing him (her)self or themselves of the provisions of the Florida Corporations Law that he (she) (they) do (does) organize him (her) self or themselves; his (her) (their) successors, and assigns, into a corporation in pursuance of that law, under, and in accordance with the following Articles of Incorporation:

Article I

The name of the corporation is:

BARHAM SOLUTIONS, INC.

Article II

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it, are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Florida, either for its own account, or for the account of of other, as agent, and either as agent or principal, to enter upon or engage in any kind of business of any nature whatsoever, in which corporations organized under Florida Business Corporations Law may engage; and to the extent not prohibited thereby, to enter upon and engage in any kind of business of any nature whatsoever, in any state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such state, nation or territory.

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FL Bar No. 716601
Circuit Ct. Mediator
Family Ct. Mediator
Arbitrator

Article III

The duration of this corporation shall be in perpetuity or such maximum period as may be authorized by the laws of the State of Florida.

Article IV

The total authorized capital stock of this corporation is 10,000 shares of no par value stock.

Shareholders shall have preemptive rights.

Article V

The amount of paid-in capital with which this corporation shall begin business is \$100.00, which has been paid.

Article VI

Unless and until otherwise provided for in the by-laws, all of the corporate powers of this corporation shall be vested in, and all of the business and affairs of this corporation shall be managed by a Board of Directors of not less than one nor more than seven directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the Board of Directors.

The Board of Directors shall have authority to make and alter by-laws, including the right to fix the qualifications classifications, or terms of office, or fixing or increasing the compensation of the members of the Board of Directors, subject to the power of the shareholders to change or repeal the by-laws so made.

The Board of Directors shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from doing so by applicable laws, the Articles of Incorporation, or by the by-laws of the corporation.

The general annual meeting of the shareholders for the election of directors, shall be held at the registered office of the corporation, unless and until, otherwise provided in the by-laws and shall take place on the first day of the month of incorporation in each following year, if that day is not a legal holiday; if that day is a legal holiday, the meeting will be held on the first business day thereafter, beginning one year from the date of incorporation, unless or until, otherwise provided in by the by-laws.

The number, classification, qualification, term of office, manner of election, time and place of meeting, whether within or outside of the State of Florida, and the powers and

duties of the directors, may be from time-to-time fixed, changed, increased or reduced by the by-laws.

Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director, filed with the Secretary of the corporation at least twenty-four hours prior to the meeting, unless a longer or shorter period be provided in the by-laws.

Upon the written request of stockholders holding fifty-one (51%) percent of the voting stock of this corporation issued and outstanding, any member of the Board of Directors of this corporation may be replaced by another person designated by such stockholders in writing at any time, whether or not his term of office shall have expired.

Article VII

The names and addresses of the incorporators and the corporations principal mailing and registered office address are as follows:

The Incorporator Is:

Micah Barham

The Principal Office Is:

221 Bryant Road
Pensacola, Florida 32507

Article VIII

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in the Florida Business Corporations law or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be reissued and disposed of as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may, from time-to-time determine in accordance with law.

Article IX

The Board of Directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reductions, utilizations, distributions and payments, as is permitted by and provided for in the Florida Business Corporations law or other applicable law.

Article X

Any amendment for which a larger vote is not specifically made mandatory by the Florida Business Corporations law or other applicable law may be made upon the majority vote or written consent, of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

Article XI

No stock in this corporation shall be transferred unless the stock shall have been first offered for sale to the corporation, and if the corporation shall fail or refuse to accept the offer, to each of the shareholders of this corporation. The offeree shall have an option to purchase the stock to be transferred at the following price: at the same price and on the same terms and conditions as the offeror shall have offered the stock to a third person at arm's length, acting in good faith. The offer shall be in writing and shall set forth the price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation and to each shareholder at the address listed on the corporate books. The right to transfer stock shall not exist until the corporation and all existing shareholders either refuse in writing, or until they fail for a period of ninety (90) days after receipt of the written offer to accept it by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the by-laws of the corporation.

Should the corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such shareholders as desire to exercise it, in proportions in which these shareholders hold stock in the corporation.

After the expiration of the option period, no transfer at a price less than has been offered to the corporation and the other shareholders, or on terms or conditions varying from those stated in the letter notifying the corporation and the shareholders of a proposal to transfer, shall be valid, until the rights shall have been offered to the corporation and the shareholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the shareholder who proposes to transfer his stock.

The right vested in the shareholders and the corporations to purchase the stock of any shareholder of the corporation desiring to sell any stock of the corporation may be waived, in writing, by all of the other record shareholders of the corporation at any time.

The shareholders in this corporation may make agreements, either in the by-laws or by a shareholders agreement, between themselves relative to the purchase, among themselves, of the stock of the corporation in the event of the death, insanity, retirement, or disability of any shareholder, and also in the event of a transfer of stock by donation to a shareholder's spouse or linear descendants. A copy of any such agreement shall be filed with the Secretary of the corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, representatives, legatees, executors and assigns.

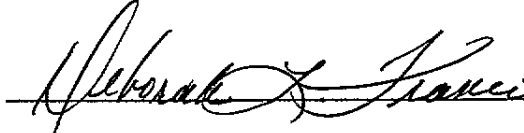
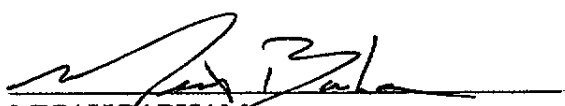
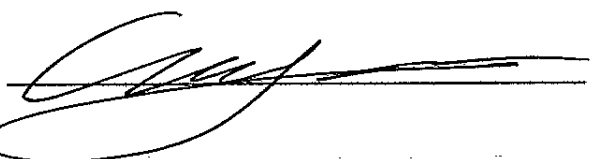
Except as to a transfer on death or a gift of the stock of a shareholder to his spouse or linear descendant(s) (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, value under legal process or attachment, or by virtue of any pledge or hypothecation, and any other disposal of shareholders interest in the shares shall have any effect as it relates to the corporation or its shareholders, nor shall it be valid in any manner until the option period provided for above shall have expired.

Article XII


No shares of the stock of this corporation have been subscribed to by the incorporator hereof pursuant to a plan to be adopted by the Board of Directors at its first meeting to issue stock in accordance with the provisions of §1244 of the Internal Revenue Code of 1954 as amended.

THUS DONE AND SIGNED, at my office in the City of Pensacola, County of Escambia, State of Florida, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me Notary, after due reading of the whole.

Witnesses:



MICAHA BARHAM


Sworn to and subscribed before me this 24th day of September, 2001, by Micah Barham, to me personally known to be the person who has executed this document, and who executed the foregoing document, and who acknowledged before me that he executed this document freely and voluntarily for the uses and purposes therein stated as his own free act on this 24th day of September, 2001.


NOTARY PUBLIC
Charles C. Garretson
My Commission CC935694
Expires May 11, 2004

Charles C. Garretson, Esq., P.A.
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FL Bar No. 716601
Circuit Ct. Mediator
Family Ct. Mediator
Arbitrator

**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE AND ACCEPTANCE**

The corporation designates as its registered office 221 Bryant Road, Pensacola, Florida 32507 and further designates as its registered agent Charles C. Garretson, who hereby accepts the appointment as is indicated by the signature affixed hereto below.


CHARLES C. GARRETSON
Registered Agent

FILED
01 OCT -3 PM 2:23
PENSACOLA, FLORIDA

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