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Florida Department of State  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Barclay Financial of California, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04 ✓
Estimated Charge	\$78.75

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Barclay Financial of California, Inc.

### Article II. Address

The Corporation's mailing address is:  
Barclay Financial of California, Inc.  
100 West Cypress Creek Road  
Suite 820  
Ft. Lauderdale FL 33309

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Homer, Bonner & Delgado, P.A.  
3400 NationsBank Tower  
100 Southeast 2nd Street  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Stuart Rubin

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Larry Bonner | FL Bar Member 304328  
Homer, Bonner & Delgado, P.A.  
3400 NationsBank Tower  
100 Southeast 2nd Street  
Miami FL 33131  
305-350-5143

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

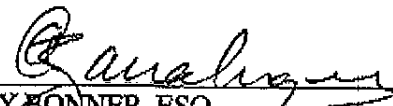
The name and address of the incorporator is:

Larry Bonner, Esq.  
Homer, Bonner & Delgado, P.A.  
3400 NationsBank Tower  
100 Southeast 2nd Street  
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 13, 2002.

The undersigned incorporator executed these Articles of Incorporation on August 13, 2002.

  
\_\_\_\_\_  
LARRY BONNER, ESQ.  
by C. A. Zaraluqui as attorney-in-fact

Larry Bonner | FL Bar Member 304328  
Homer, Bonner & Delgado, P.A.  
3400 NationsBank Tower  
100 Southeast 2nd Street  
Miami FL 33131  
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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Barclay Financial of California, Inc.

**REGISTERED AGENT/OFFICE:**

Homer, Bonner & Delgado, P.A.  
3400 NationsBank Tower  
100 Southeast 2nd Street  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
HOMER, BONNER & DELGADO, P.A.  
by C. A. Zarzaliqui as ~~attorney-in-fact~~

Date: August 13, 2002

Larry Bonner | FL Bar Member 304328  
Homer, Bonner & Delgado, P.A.  
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