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TALLAHASSEE, FLORIDA
STATE

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

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JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH**
D. HUGH KINSEY, JR.

OF COUNSEL

JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
* CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

January 3, 2003

Division of Corporations
Department of State
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: BARRACO AND ASSOCIATES NORTH, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH, & KINSEY, P.A.


Jay A. Brett

JAB:dlb
Enclosures
B-2962

cc: Mr. Carl Barraco

ARTICLES OF INCORPORATION
OF
BARRACO AND ASSOCIATES NORTH, INC.

FILED
03 JAN -6 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, CARL A. BARRACO, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is BARRACO AND ASSOCIATES NORTH, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 2271 McGregor Boulevard, Fort Myers, Florida 33901, and the name of the initial registered agent of this Corporation at that address is: CARL A. BARRACO.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
CARL A. BARRACO	2271 McGregor Boulevard Fort Myers, Florida 33901
TOM R. HOLMLUND	2271 McGregor Boulevard Fort Myers, Florida 33901
CHRISTOPHER VAN BUSKIRK	2271 McGregor Boulevard Fort Myers, Florida 33901
ANDREW D. FITZGERALD	2271 McGregor Boulevard Fort Myers, Florida 33901

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

CARL A. BARRACO

ADDRESS

2271 McGregor Boulevard
Fort Myers, Florida 33901

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

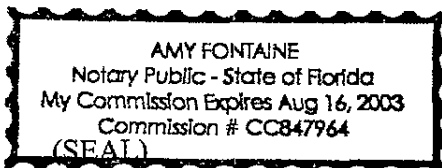
31 day of December, 2002.

Carl A. Barraco
Carl A. Barraco, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 31 day of December, 2002, by CARL A. BARRACO, (☒) who is personally known to me or () who produced _____ as identification.



Comm. Exp. Date:
Comm. Number:

Amy Fontaine
Notary Public
Printed Name of Notary: Amy Fontaine

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT BARRACO AND ASSOCIATES NORTH, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS
NAMED CARL A. BARRACO, LOCATED AT 2271 MCGREGOR BOULEVARD, (Street Address
and Number of Building -- Post Office Box Addresses Are Not Acceptable), FORT MYERS, LEE
COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BARRACO AND ASSOCIATES NORTH, INC.

(CAB)
Signature:

Carl A. Barraco
(Corporate Officer)

Title: President/Treasurer

Date:

12-31-02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

(CAB)
Signature:

Carl A. Barraco
Resident Agent

Date:

12-31-02

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SECRETARY
TALLAHASSEE, FLORIDA