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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

FLORIDA PROFIT CORPORATION OR P.A.

BARNES BROTHERS INCORPORATED

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

BARNES BROTHERS INCORPORATED

The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **BARNES BROTHERS INCORPORATED**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares at no par value and of one class.
5. The principal address and mailing address of the corporation will be 1318 N. Fieldlark Lane, Homestead, Florida 33035.
6. The address of the initial registered office will be 1318 N. Fieldlark Lane, Homestead, Florida 33035, and the name of its registered agent at such address is: **John Barnes**.
7. The number of directors constituting the initial board of directors is two and the names and addresses of the persons who is to serve as members thereof are as follows:


James Barnes
220 NE 12th Avenue, #46
Homestead, Florida 33035

John Barnes
1318 N. Fieldlark Lane
Homestead, Florida 33035

8. The name and address of the sole incorporator is:
Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this Corporation has executed these Articles of Incorporation.

Dated this 9th, day of May, 2003.


Jean M. Sherett
Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC10013
(212)431-5000

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I, the undersigned, hereby accept appointment as Registered
Agent of *BARNES BROTHERS INCORPORATED* the above named corporation.

Dated: May 9th, 2003


By: *John Barnes*
Its: Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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