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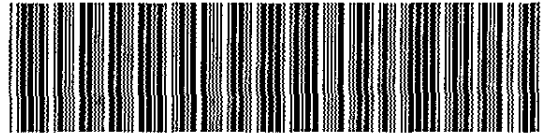
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RECEIVED
03 MAY 15 AM 11:44
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 MAY 15 PM 1:04
STATE
TALLAHASSEE, FLORIDA
J. SMITH MAY 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 094499 7274201

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : May 15, 2003

ORDER TIME : 10:38 AM

ORDER NO. : 094499-005

CUSTOMER NO: 7274201

CUSTOMER: Jan D. McCormick, Esq
Brant Abraham Reiter &
McCormick, P.a.
Po Box 4548

Jacksonville, FL 32201

DOMESTIC FILING

NAME: BARB TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
BARB TECHNOLOGIES, INC.

FILED
03 MAY 15 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Barb Technologies, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 8505 Baycenter Road, Third Floor, Jacksonville, Florida 32256. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Brian Bernard
8505 Baycenter Road, 3rd Floor
Jacksonville, Florida 32256

Ron Rees
8505 Baycenter Road, 3rd Floor
Jacksonville, Florida 32256

Anita Aguero
8505 Baycenter Road, 3rd Floor
Jacksonville, Florida 32256

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jan D. McCormick
50 North Laura Street, Suite 2750
Jacksonville, Florida 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2750, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Brant, Abraham, Reiter & McCormick, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE


The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)
Jan D. McCormick
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for BARB TECHNOLOGIES, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

**BRANT, ABRAHAM, REITER &
MCCORMICK, P.A.**

By: 
Its: *Vice President*

192241.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA