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(Requestor's Name)

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(City/State/Zip/Phone #)

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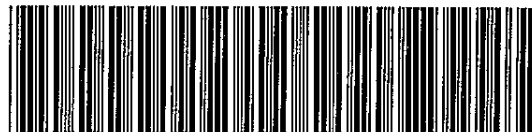
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

g/8/1

GORNTO & GORNTO, P.A.

ATTORNEYS AT LAW

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Daytona Beach, Florida 32114

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August 15, 2003

Federal Express #792950094643

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Barrier Island Capital Management, Inc.

Dear Sir or Madam:

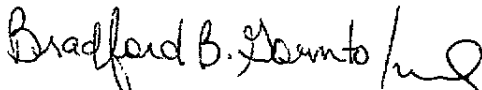
Enclosed are the original and one copy of the proposed Articles of Incorporation for the above named corporation.

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Incorporation to me by U.S. Mail on the date of filing.

I have enclosed a check in the amount of \$78.75 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,



Bradford B. Gornto
BBG/ml
Enclosures

ARTICLES OF INCORPORATION
OF
BARRIER ISLAND CAPITAL MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be:

BARRIER ISLAND CAPITAL MANAGEMENT, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

116 E. Dunlawton Blvd., Unit 3
Daytona Beach Shores, FL 32118

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 116 E. Dunlawton Blvd., Unit 3, Daytona Beach Shores, FL 32118, and the name of the initial registered agent of the corporation at that address is Brian Layman.

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TALLAHASSEE, FL 32310

ARTICLE V
TERM OF EXISTENCE

This corporation shall commence on the date these Articles are duly recorded by the Florida Department of State and shall have perpetual existence.

ARTICLE VI
NUMBER OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Director(s), as such, shall receive such compensation for his or her services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director(s) may authorize and require the payment of the reasonable expenses incurred by the Director(s) in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director(s) from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII
DIRECTORS

The name and address of the initial Director of this corporation, who shall hold office the first year of the corporation's existence or until her successor is elected, are:

<u>Name</u>	<u>Address</u>
Brian Layman	54 Loggerhead Court Ponce Inlet, FL 32127

ARTICLE VIII
OFFICERS

The name and address of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until his or her successors is elected, are:

<u>Name and Address</u>	<u>Office</u>
Brian Layman 54 Loggerhead Court	President, Treasurer and Secretary

Ponce Inlet, FL 32127

Kasey Layman
54 Loggerhead Court
Ponce Inlet, FL 32127

Vice President

ARTICLE IX INCORPORATOR

The name and street address of the incorporator signing these articles are:

Name

Address

Bradford B. Gornto, Esq.

149 S. Ridgewood Ave., Suite 550
Daytona Beach, FL 32114

ARTICLE X AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

ARTICLE XI BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE XII INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the law.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of August, 2003.

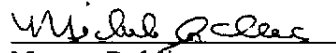


Bradford B. Gornto

STATE OF FLORIDA
COUNTY OF VOLUSIA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation was acknowledged before me this 15th day of August, 2003, by Bradford B. Gornto, who is personally known to me and who did not take an oath.



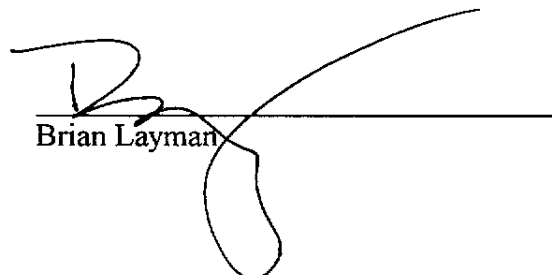
Notary Public
State of Florida at Large
My Commission Expires:



Michele LeClerc
MY COMMISSION # DD197094 EXPIRES
April 28, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Brian Layman, having a business office address identical with the principal office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Brian Layman