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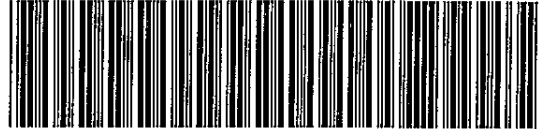
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**Tri-County Services**



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November 12, 2003

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

Re: **Articles of Incorporation for Barnes Air Source, Inc.**

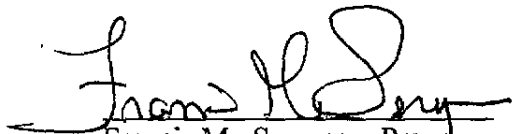
Enclosed herewith are the original and one copy of the Articles of Corporation for Barnes Air Source, Inc. Also enclosed is our check in the amount of \$78.75 to defray the filing fees.

Please return a certified copy of the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Your assistance in this matter is genuinely appreciated.

Sincerely,

A handwritten signature in dark ink, appearing to read "Francis M. Sorgman".

Francis M. Sorgman, Preparer  
5510 River Road, Suite 109  
New Port Richey, Fl. 34652  
1-877-847-6637

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**ARTICLE I – CORPORATE NAME**

**BARNES AIR SOURCE, INC.**

This corporation shall exist perpetually unless dissolved according to Florida Law.

## **ARTICLE IV - CAPITAL STOCK**

## **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

Page 1 of 6

1 shall be two (2), provided, however, that such number may be changed pursuant to the Bylaws  
2 duly adopted by the Board. At all times the member of the Board of Directors shall be divided as  
3 equally as the number of Directors will permit into two (2) classes: Class 1, Class 2.

4 The term of office for all Directors shall be two (2) years except for the term of office of  
5 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of  
6 the initial Class 2 of Director(s) shall expire two (2) years thereafter.

7  
8 The name and address of such initial members of the Board of Directors are as follows:

9 NAME: Charles G. Barnes (Class 1)  
10 ADDRESS: 1516 Big Bass Drive  
11 CITY: Tarpon Springs, Fl. 34689  
12 PHONE: (727) 942-0181

13 NAME: Kimberly A. Barnes (Class 2)  
14 ADDRESS: 1516 Big Bass Drive  
15 CITY: Tarpon Springs, Fl. 34689  
16 PHONE: (727) 942-0181

17 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified  
18 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly  
19 as the number of Directors will permit, one-half of the Directors of this Corporation shall be  
20 elected at each annual meeting of the Corporation.

21 Any action required or permitted to be taken by the Board of Directors under any  
22 provision of law may be taken without a meeting, if a majority of members of the Board shall  
23 individually or collectively consent in writing to such action. Such written consent or consents  
24 shall be held with the minutes of the proceedings of the Board, and any such action by written

consent shall have the same force and effect as if taken by vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by written consent of the Board of Directors without a meeting. Such a statement shall be prima facie evidence of such authority.

**B. Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Title</u>	<u>Name</u>
President	Charles G. Barnes
Vice President	Kimberly A. Barnes
Secretary & Treasurer	Kimberly A. Barnes

#### **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

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

**Principle Place of Business: 1516 Big Bass Drive, Tarpon Springs, Fl. 34689**

**Mailing Address: 1516 Big Bass Drive, Tarpon Springs, Fl. 34689**

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NAME: Kimberly A. Barnes  
ADDRESS: 1516 Big Bass Drive  
CITY: Tarpon Springs, Fl. 34689  
PHONE: (727) 942-0181

The names of addresses of the Incorporators signing these Articles of Incorporation are as follows:

NAME: Kimberly A. Barnes  
ADDRESS: 1516 Big Bass Drive  
CITY: Tarpon Springs, Fl. 34689  
PHONE: (727) 942-0181

The manner in which the directors are elected or appointed is as follows:

ARTICLES OF INCORPORATION  
BARNES AIR SOURCE, INC..  
Page 4 of 6

1                   **ARTICLE X – LIMITATION OF CORPORATION OF POWERS**

2                   The corporate powers of this corporation are as provided in FS § 607.0302, unless  
3                   limited as follows: **There are no limitations expressed, implied or contemplated.**  
4

5                   The undersigned Incorporator has executed these articles of incorporation on this  
6                   12 day of Nov, 2003

7  
8                   X Charles G. Barnes  
9                   Signature of Incorporator

10                  Charles G. Barnes  
11                  Typed name of Incorporator signing

                  X Kimberly A. Barnes  
                  Signature of Incorporator

Kimberly A. Barnes  
                  Typed name of Incorporator signing

1 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

2 PURSUANT TO FS § 607.052, THE UNDERSIGNED CORPORATION,  
3 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE  
4 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/  
5 REGISTERED AGENT, IN THE STATE OF FLORIDA.

6 The above corporation, organized under the laws of the State of Florida with its  
7 registered office as indicated in the Articles of Incorporation at, **1516 Big Bass Drive, Tarpon**  
8 **Springs, Florida 34689** has named **Kimberly A. Barnes**, located at the aforesaid address, as its  
9 registered agent to accept service of process within the state.

10  
11 Having been named as registered agent and to accept service of process for the above  
12 stated corporation at the place designated in this certificate, I hereby accept the appointment as  
13 registered agent and agree to act in this capacity. I further agree to comply with the provisions of  
14 all statutes relating to the proper and complete performance of my duties, and I am familiar with  
15 and accept the obligations of my position as registered agent.

16  
17 x Kimberly A. Barnes  
18 (Signature)

11-12-03  
(Date)

19 NAME: Kimberly A. Barnes  
20 ADDRESS: 1516 Big Bass Drive  
21 CITY: Tarpon Springs, Fl. 34689  
22 PHONE: (727) 942-0181

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