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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 9, 2004

CORPORATE ACCESS

SUBJECT: BARCLAY HOLDINGS LTD., INC.

Ref. Number: W04000022261

We have received your document for BARCLAY HOLDINGS LTD., INC. and your check(s) totaling \$233.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The abbreviation Ltd. cannot be used in the corporate name.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan Document Specialist New Filings Section

Letter Number: 804A00039195

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

BARCLAY HOLDINGS, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - Name

The name of this Corporation is **BARCLAY HOLDINGS**, **INC.** The principal place of business of this Corporation shall be 11830 Lake Allen Drive, Largo, Florida 33733 or such other place as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock with a par value of \$1.00 per share.

Article III - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 11830 Lake Allen Drive, Largo, Florida 33733. The initial registered agent of this Corporation is CHARLES M.B. ROSS.

Article IV - Incorporator

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

Charles M.B. Ross 11830 Lake Allen Drive Largo, FL 33733

Article V - Corporate Existence

The date of commencement of corporate existence shall be upon filing and the Corporation shall have perpetual existence.

Article VI - Initial Board 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 By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation are:

Charles M.B. Ross 11830 Lake Allen Drive Largo, FL 33733

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this _____ day of June, 2004.

CHARLES M.B. ROSS

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME , a Notary Public authorized to take acknowledgements in the State and					
County set forth above, personally appeared CHA	RLES M.B. ROSS, who is either personally				
known to me or who produced	as identification and who is known by				
me to be the person who executed the foregoing Articles of Incorporation.					
IN WITNESS WHEREOF, I have her	eunto set my hand and affixed				
my official seal, in the State and County aforesaid, the BENJA COMMISSION Expires:	this day of June, 2001. NOTARY PUBLIC STATE OF FLORIDA AT LARGE (Type/print name of Notary) (Commission Number)				

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

CHARLES M.B. ROSS

Registered Agent

Date

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