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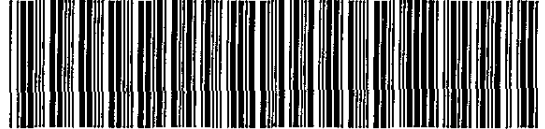
(Business Entity Name)

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SECRETARY OF STATE
JEFF AHASSETT, FILING

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J. Shivers AUG 25 2005

TRANSMITTAL LETTER

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

SUBJECT: BARKLEY FINANCIAL SERVICES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: AMANDA RUSE
Name (Printed or typed)

2209 LAKE POINTE CIR
Address

LEESBURG, FL 34748
City, State & Zip

352-455-7789
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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NOTE: Please provide the original and one copy of the articles.

BARKLEY FINANCIAL SERVICES, INC.

ARTICLES OF INCORPORATION

ARTICLE I. Name. The name of the Corporation is Barkley Financial Services, Inc.

ARTICLE II. Principal Office. The Corporation's principal place of business is located at:

2209 Lake Pointe Circle
Leesburg, Florida
34748

The Corporation's principal mailing address is:

PO Box 493001
Leesburg, Florida
34749-3001

ARTICLE III. Purpose. The purpose or purposes for which the Corporation is organized are: to coordinate, design, market, and administer a full-service accounting and bookkeeping system for the benefit of small businesses (those businesses who employ fewer than 100 employees) of Central Florida, and others.

ARTICLE IV. Shares.

Section 1. *Authorized Shares.* The aggregate number of shares which the Corporation shall have authority to issue shall consist of five thousand (5,000) shares of common stock, par value \$0.01.

Section 2. *Assessment of Stock.* The capital stock of the Corporation after the amount of the subscription price has been fully paid in, shall not be assessable or addressed. No stockholder of the Corporation is individually liable for the debts or liabilities of the Corporation.

ARTICLE V. Initial officers and/or directors.

Section 1. *Number of Directors.* The members of the governing board of the Corporation are styled as directors. The board of directors of the Corporation shall be elected in such a manner as shall be provided in the bylaws of the Corporation. The initial board of directors shall consist of at least one (1) and not more than ten (10) individuals. The number of directors may be changed from time to time within this range in such a manner as shall be provided in the bylaws of the Corporation.

Section 2. *Initial Directors.* The name and post office box or street address of the directors constituting the initial board of directors are:

Amanda K. Buse
PO Box 493001
Leesburg, Florida 34749-3001

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Richard W. Pickett
2209 Lake Pointe Circle
Leesburg, Florida 34748

ARTICLE VI. Registered agent. The name and street address of the registered agent is:

Amanda K. Buse
2209 Lake Pointe Circle
Leesburg, Florida 34748

ARTICLE VII. Incorporator. The name and address of the incorporator is:

Amanda K. Buse
2209 Lake Pointe Circle
Leesburg, Florida 34748

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Amanda K. Buse
Signature/Registered Agent

8/15/05
Date

Amanda K. Buse
Signature/Incorporator

8/15/05
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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