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6 APR -4 PH 3: 40 SECRETARY OF STATE

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BURTON & BURTON, P.A.

ATTORNEYS AT LAW

501 WEST MAIN STREET POST OFFICE DRAWER 1729

WAUCHULA, FLORIDA 33873-1729

TELEPHONE (863) 773-3241 FACSIMILE (863) 773-0910 E-MAIL: BURTONPA@STRATO.NET

JOHN W. BURTON

JOHN W. H. BURTON* *CERTIFIED CIRCUIT CIVIL MEDIATOR L. GRADY BURTON 1893-1981

March 29, 2006

YIA EXPRESS MAIL

Department of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

> BARKLEY & COMPANY, INC. Re:

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation for BARKLEY, INC. Please file the original and return a certified copy to us in the enclosed envelope.

Also enclosed is our check in the amount of \$78.75 to cover the cost.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Paralegal

/bks Enclosures

ARTICLES OF INCORPORATION

FILED

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SECRETARY OF STATE
ALLAHASSEE, FLORIS

OF

BARKLEY & COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation is BARKLEY & COMPANY, INC.

ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE PURPOSE

The corporation is organized for the purpose of owning, operating, managing and conducting a retail store; owning, leasing or otherwise holding interest in real and personal property; borrowing money from any individual, bank, savings and loan association, land bank association or production or farm credit association; encumbering any real or personal property owned by the corporation; and transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, and any amendments thereto.

ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares that the corporation has the authority to issue is One Hundred (100) shares, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe or to acquire any unissued or treasury shares.

ARTICLE SIX REGISTERED OFFICE

The street address of the initial registered office of the corporation is 114 Grove Street, Brandon, FL 33510, and the name of the initial registered agent at that address is RAY W. BARKLEY, SR.

ARTICLE SEVEN PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 114 Grove Street, Brandon, FL 33510.

ARTICLE EIGHT OFFICERS AND DIRECTORS

- (A) The initial Board of Directors of the corporation shall consist of two (2) members.
- (B) The names and addresses of the first officers and Board of Directors are:

YDDDECC

NAME	ADDRESS	OFFICE
RAY W. BARKLEY, SR.	114 Grove Street Brandon, FL 33510	President/Director
LINDA L. BARKLEY	114 Grove Street Brandon, FL 33510	Secretary/Treasurer/ Director
	ARTICLE NINE INCORPORATORS	

OPPICE

The name and address of the initial incorporator is:

NY A NATO

NAME	<u>ADDRESS</u>
RAY W. BARKLEY, SR.	114 Grove Street Brandon, FL 33510

ARTICLE TEN AMENDMENTS

These Articles of Incorporation may be amended as set forth in Chapter 607 Florida Statutes, and any amendments thereto.

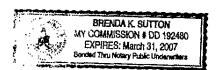
IN WITNESS WHEREOF, I have subscribed my name this 29^{+6} day of March, 2006.

RAFW. BARRLEY, SR., Incorporato

STATE OF FLORIDA: COUNTY OF HARDE

The foregoing instrument was acknowledged before me this the 29 day of March, 2006, by RAY W. BARKLEY, SR., who is personally known to me or who provided his driver's license as identification and who did take an oath

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Mauchula, Florida.



NOTARY PUBLIC

State of Florida at Large My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for BARKLEY & COMPANY, INC., I hereby accept the appointment as its registered agent and agree to act in this capacity. Furthermore, I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED the 29th day of March, 2006.

EY, SR., Registered Agent