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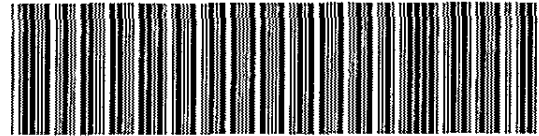
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Effective Date

Dec 1, 2007

FILED
06 DEC 27 AM 11:49
TALLAHASSEE, FLORIDA

Tuesday
December 26, 2006

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Barlow Auction Group, Inc.

Dear Sir or Madame:

Enclosed please find check number 2632 in the amount of \$78.75 to cover the following:

\$35.00 filing fee for Articles of Incorporation;
\$35.00 designation and acceptance of registered agent fee;
\$8.75 certified copy document fee.

Thank you in advance for your assistance.

Respectfully yours,

A handwritten signature in black ink, appearing to read "R Barlow", with a stylized flourish at the end.

Raymond Barlow
3948 South 3rd Street
Suite 316
Jacksonville Beach, FL 32250

ARTICLES OF INCORPORATION
OF
BARLOW AUCTION GROUP, INC.

Pursuant of the provisions of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

Effective Date

Jan. 1, 2007

The name of the corporation ("Corporation") is Barlow Auction Group, Inc.

ARTICLE II

The existence of the corporation shall begin on January 1, 2007.

ARTICLE III

The address of the principal office of the Corporation is 611 9th Avenue South, Jacksonville Beach, Florida 32250.

ARTICLE IV

The maximum number of shares this corporation shall have authority to issue is one-hundred thousand (100,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1125 Blackstone Building, 233 East Bay Street, Jacksonville, Florida 32202. The initial registered agent for the Corporation at that address is Becky Barlow. The board of directors from time to time may move the registered office to any other address within the State of Florida.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the principal forming this corporation and person who will serve on the initial board of directors are:

Name	Address
Raymond C. Barlow	3948 South 3 rd Street Suite 316 Jacksonville Beach, FL 32250

The persons named as director shall hold office for the current year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions

upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

ARTICLE VII

A director of the Corporation shall, to the full extent permitted by the Florida General Corporation Law as it now exist or as it may hereafter be amended, not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article Seven, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article Seven, shall eliminate or reduce the effects of this Article Seven in respect of any matter occurring, or any cause of action, suite or claim that, but for the Article Seven, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

The corporation shall indemnify it's directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII


The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of December 2006.


Raymond C. Barlow

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Barlow Auction Group, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Becky Barlow

Dated: December 26, 2006

FILED
06 DEC 27 AM 11:50
CLERK OF STATE
TALLAHASSEE, FLORIDA