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FLORIDA PROFIT/NON PROFIT CORPORATION**Barnes Companies, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

Help

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H07000047498 3

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**ARTICLES OF INCORPORATION
OF
BARNES COMPANIES, INC.**

ARTICLE I - NAME

The name of this corporation is **BARNES COMPANIES, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 3028 Sherwood Road, Orlando, Florida, 32803. The initial mailing address of the corporation is 3028 Sherwood Road, Orlando, Florida, 32803.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 3028 Sherwood Road, Orlando, Florida, 32803 and the initial registered agent of the corporation at that address is William N. Barnes.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
William N. Barnes	3028 Sherwood Road Orlando, Florida 32803

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the

H07000047498 3

H07000047498 3

shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this
21st day of February, 2007.


William N. Barnes, Incorporator

H07000047498 3

H07000047498 3

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **BARNES COMPANIES, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3028 Sherwood Road, Orlando, Florida, 32803, has named **WILLIAM N. BARNES** as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: February 21st, 2007.



William N. Barnes, Registered Agent

H07000047498 3