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1. STEPHEN BARNETT (Corporation Name) 05/10/95 (Document #)

2. ED UNIVERSITY PARK (Corporation Name) 05/10/95 (Document #)

3. STEPHEN BARNETT (Corporation Name) 05/10/95 (Document #)

4. STEPHEN BARNETT (Corporation Name) 05/10/95 (Document #)

OFFICE USE ONLY

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 MAY 10 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Stephen Barnett GAVE

AUTHORIZATION BY PHONE TO

add the principal office

DATE 5-11-95

DOC. EXAM. doc

DMC 5/11/95

Examiner's Initials

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95 MAY 10 AM 11:43

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BARNETT ACCOUNTING SERVICES, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I

BARNETT ACCOUNTING SERVICES, INC.

The name of the corporation shall be BARNETT ACCOUNTING SERVICES, INC.

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of business /personel accounting services, and to engage in any activities or business permitted under the Laws of the United States and

Florida.

#### ARTICLE IV

##### Corporate Stock

The aggregate number of shares which this corporation is authorized to have outstanding at any time is 1000 shares, which shall all be common stock and have one dollar(\$1.00) par value.

#### ARTICLE V

##### Initial Registered Office and Agent

The initial registered office of this corporation shall be 110 UNIVERSITY PARK DRIVE.#220, Winter Park, Florida 32792, and the name of its initial registered agent at such address is STEPHEN D.BARNETT., who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping office open for service of process.

#### ARTICLE VI

##### Powers and Authority of Directors

The Directors shall have the power to hold their meetings and to have one or more offices and keep books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time

may be designated by the by-laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, have financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or

(b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or

the Stockholders.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE VI

##### Preemptive Rights Granted

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the

corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

Initial Board of Directors

BARNETT ACCOUNTING SERVICES, Inc. shall be managed by a Board of Directors. This Corporation shall be managed by a Board of one Director initially. The number of directors may be either increased or decreased or diminished from time to time by the By-Laws but shall never be less than one and the name and address of the Director on the Initial Board of Directors is:

NAME

ADDRESS

STEPHEN D BARNETT, President    110 University Park Drive #220  
Winter Park, Florida 32792

ARTICLE IX

Amendment

These Articles of Incorporation, or any amendment hereto, may be altered or amended by a resolution of the Board of Directors and presented to and approved at a meeting of shareholders by the holders of majority of the shares entitled

to vote thereon, or they may be altered or amended in any other manner or hereafter provided by law.

#### ARTICLE X

##### Officers as Directors

All Officers of this corporation may be Directors.

#### ARTICLE XI

##### Officers

The following named person shall act as officers of this corporation, until their successors have been chosen and duly qualified.

STEPHEN R. BARNETT

President/Secretary/Treasurer

#### ARTICLE XII

##### Incorporator


The name and address of the person signing these Articles of Incorporation is: STEPHEN R. BARNETT, 110 University Park Dr.#220, Winter Park, Florida 32792.

#### ARTICLE XIII

##### Action Without Meeting

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of

the Board, whether done before or after the action is taken.  
IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 5<sup>th</sup> day of May, 1995.



STEPHEN D. BARNETT, Incorporator

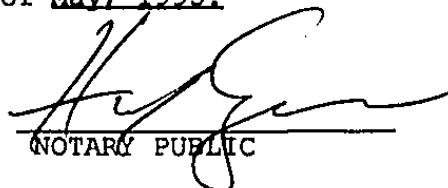
STATE OF FLORIDA

COUNTY OF ORANGE

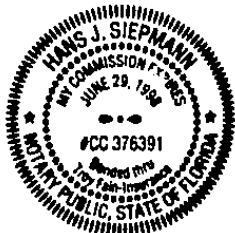
BEFORE ME, a Notary Public authorized to take acknowledgements  
in the State and County set forth above, personally appeared  
STEPHEN D. BARNETT, known to me by producing proper ident-  
ification to be the person who executed these Articles of  
Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State  
and County aforesaid on this 5<sup>th</sup> day of May, 1995.

FL DL B653-784-572.

  
NOTARY PUBLIC

My Commission Expires:





FILED

95 MAY 10 AM 11:43

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, as from time  
time amended, the following is submitted, in compliance with  
said Act:

That Barnett Accounting Services, Inc., desiring to organize  
under the laws of the State of Florida with its principle  
office, <sup>(110 UNIVERSITY PARK DRIVE, #220, WINTER PARK, FL 32792)</sup> as indicated in the foregoing Certificate of  
Incorporation, at the City of Orlando, County of Orange, State  
of Florida, has named STEPHEN D. BARNETT its Registered Agent  
to accept service of process within the State.

ACCEPTED this      day of May, 1995.



STEPHEN D. BARNETT