

P950000 54250

Barrington Financial
Corporation
1014 Bell Shoals Lane
Brandon, FL 33511

June 2, 1995

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

Dear Sirs:

Enclosed is my check in the amount of \$70.00 for the following incorporation fee of Barrington Financial Corporation.

\$ 35.00	Filing Fee
<u>35.00</u>	Resident Agent Fee
\$ 70.00	

Very truly yours,

James D. Barrington

James D. Barrington

FILED
1995 JUL 10 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

F. CHESSEY JUL 13 1995

ARTICLES OF INCORPORATION
OF
BARRINGTON FINANCIAL CORPORATION

FILED
1995 JUL 10 PM 6 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Barrington Financial, Corporation. The principal place of business of this corporation shall be 1014 Bell Shoals Lane, Brandon, FL 33511.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1014 Bell Shoals, Brandon, FL 3511. The name of the initial registered agent of the corporation at that address is James D. Barrington.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that all shares of stock issued by the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The names and street addresses of the initial officer and director who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

James D. Barrington
Director/President

1014 Bell Shoals Lane
Brandon, FL
33511

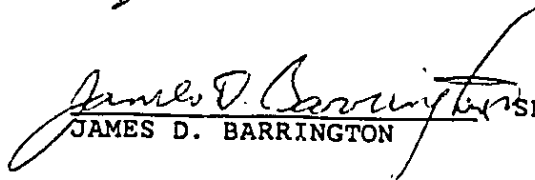
ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

James D. Barrington

1014 Bell Shoals Lane
Palm Harbor, FL
34683

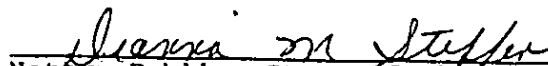
IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 12th day of June, 1995.

 (SEAL)
JAMES D. BARRINGTON

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
5 day of July, 1995.


Notary Public, State of Florida at Large.

My Commission Expires:



DIANNA M. STEFFEN
MY COMMISSION # CC318944 EXPIRES
September 28, 1997
BONDED THRU TROY FAY INSURANCE, INC.

RESIDENT AGENT CERTIFICATE

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said act.

That, Barrington Financial Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the county of ~~Pinellas~~, State of Florida, has named James D. Barrington, located at 1014 Bell Shoals Lane, Brandon, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: James D. Barrington

RESIDENT AGENT

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TALLAHASSEE, FLORIDA