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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 28, 1995

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

000001674520
-01/02/96--01004--009
****122.50 ****122.50

Re: BARKLEY ACCOUNTING ENTERPRISES, INC.
Our File: 4757-41

Dear Sir/Madam:

Enclosed please find the original and two (2) copies of:

**Articles of Incorporation of
BARKLEY ACCOUNTING ENTERPRISES, INC.**

for incorporation in the State of Florida. Also, enclosed is my check payable to your order, in the sum of \$122.50, covering the filing fee and certification of one of the above copies for our records. Our pre-addressed, stamped envelope is enclosed for your convenience.

Should you have any questions, please give us a call.
Thank you for your attention.

Very truly yours,

TIMOTHY H. KENNEY

THK:epw

Enc.

DEC 29 1995

ARTICLES OF INCORPORATION

OF

BARKLEY ACCOUNTING ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be BARKLEY ACCOUNTING ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares at \$1.00 par value per share of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the

preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

A. DAVID STILLMAN 7370 Oranewood Lane
Building 200, #103
Boca Raton, Florida 33433

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

7370 Oranewood Lane
Building 200, #103
Boca Raton, Florida 33433

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

A. DAVID STILLMAN

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

A. DAVID STILLMAN

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


A. DAVID STILLMAN - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of BARKLEY ACCOUNTING ENTERPRISES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for BARKLEY ACCOUNTING ENTERPRISES, INC.


A. DAVID STILLMAN - Registered Agent

State Of Florida

County Of Palm Beach

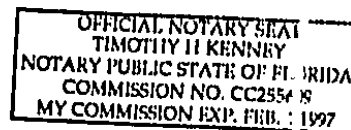
On Dec 28, 1995, A. DAVID STILLMAN, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known

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FLORIDA
to me, or produced a Florida driver's license as identification,
personally appeared before me at the time of notarization, and,
after being given the oath, acknowledged signing these Articles of
Incorporation Of BARKLEY-ACCOUNTING ENTERPRISES, INC.



Notary Public

Timothy H. Kenney
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

(SEAL)