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Joyce W. Barnes
2738 Hondricks Avenue
Jacksonville, Florida 32207

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

700001700087
-01/29/96--01040--007
*****70.00 *****70.00

RE: BARNES SERVICE COMPANY, INC.

Dear Sir:

I am sending you herewith the original and one copy of the Articles of Incorporation for BARNES SERVICE COMPANY, INC., a Florida corporation, with the Resident Agent's appointment included.

A check in the amount of \$70.00 to cover the filing fee is enclosed.

I would appreciate your issuing the Charter for this corporation at your earliest convenience, and returning it to me at the above address.

Very truly yours,

Joyce W. Barnes
Joyce W. Barnes

FILED
96 FEB 16 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JAN 31 1996

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W96-2388



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1996

JOYCE W. BARNES
2738 HENDRICKS AVE.
JACKSONVILLE, FL 32207

SUBJECT: BARNES SERVICE COMPANY, INC.
Ref. Number: W9600002388

We have received your document for BARNES SERVICE COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 096A00004302

2-1396

*Please note Article VI which we thought
was self-explanatory. The principal office
address is the same - I have so noted
it. If you need any more information -
please let me know. (Sandy Barnes)
904-396-0631*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
BARNES SERVICE COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of the age of eighteen years or more,
does hereby make and acknowledge the Articles of Incorporation for the
purpose of forming a business corporation under and by virtue of the laws
of the State of Florida in accordance with the Florida General Corporation
Act.

ARTICLE I

The name of the corporation is BARNES SERVICE COMPANY, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage
in any lawful act or activity for which corporations may be organized
under the Florida General Corporation Act.

ARTICLE IV

The corporation shall have authority to issue seven thousand
five hundred (7,500) shares of common stock having a par value of One
Dollar (\$1.00) per share.

ARTICLE V

Every shareholder shall have a pre-emptive right to acquire
pro-rata additional shares when issued or authorized, including treasury
shares.

ARTICLE VI

The address of the initial registered office, of the corporation
in the State of Florida is 2738 Hendricks Avenue, Jacksonville, Duval
County, Florida 32207; and the name of its initial registered agent at
such address is JOYCE W. BARNES.

and principal office address

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be Two (2). The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted by its shareholders, but the number of Directors shall never be less than One (1). The name and address of the person who is to serve as Director until the first meeting of its shareholders, or until her successor be elected and qualifies, is:

<u>Name</u>	<u>Address</u>
Joyce W. Barnes	2738 Hendricks Avenue Jacksonville, Florida 32207

ARTICLE VIII

The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1954, and its various amendments; and the directors, officers and shareholders of the corporation are authorized to adopt such a plan.

ARTICLE IX


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Joyce W. Barnes	2738 Hendricks Avenue Jacksonville, Florida 32207

IN TESTIMONY WHEREOF, I have hereunto set my had and seal,
this 25th day of January, 1996
~~December, 1995.~~

 (SEAL)
JOYCE W. BARNES

STATE OF FLORIDA

COUNTY OF DUVAL

I, Beth P. Chapman, A Notary Public in and
for the aforementioned County and State, do hereby certify that
JOYCE W. BARNES personally appeared before me this day and acknowledged
the due execution of the foregoing Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
my notarial seal this 25 day of January 1996.
~~December~~

Beth P. Chapman
Notary Public

My commission expires:

OFFICIAL NOTARY SEAL BETH P. CHAPMAN NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC250737 MY COMMISSION EXPI. JAN. 31, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that BARNES SERVICE COMPANY, INC., desiring to organize
or qualify under the laws of the State of Florida, with its principal
place of business in the County of Duval, State of Florida, has named
JOYCE W. BARNES, located at 2738 Hendricks Avenue, Jacksonville, Florida
32207, as its agent to accept service of process within Florida.



Joyce W. Barnes, President

1-25-96

Date

Having been named to accept service of process for the above
state corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to complete performance
of my duties.



Joyce W. Barnes

1-25-96

Date

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96 FEB 16 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA