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HERBCO AUDITING SERVICE, INC
P. O. BOX 16431
PLANTATION, FLORIDA 33318-6431

MARCH 29, 1996

ENCLOSURE
44444 20.00 44444 20.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314-6327

GENTLEMEN:

ENCLOSED FIND ARTICLES OF INCORPORATION FOR

"BARRINEAU & ASSOCIATES, INC"

TO BECOME EFFECTIVE ON MARCH 29, 1996, ALONG WITH A
CHECK IN THE AMOUNT OF \$670.00 TO COVER COSTS. NO
CERTIFIED COPY IS NEEDED.

PLEASE SEND COMPLETED PAPERS TO:

HERBCO AUDITING SERVICE, INC
P. O. BOX 16431
PLANTATION, FLORIDA 33318-6431

SINCERELY,

Hal Stalling

HERBCO AUDITING SERVICE, INC

SN MAR 29 1996

ARTICLES OF INCORPORATION
OF
BARRINEAU & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is:

BARRINEAU & ASSOCIATES, INC

The address of the corporation is:

4884 Northwest 6 Court, Plantation, FL 33317

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares without par value.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 4884 Northwest 6 Court, Plantation, FL 33317, and the name of the initial registered agent is Joan M. Barrineau.

ARTICLE SIX

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE SEVEN

The name and address of the incorporator is:

Joan M. Barrineau
4894 Northwest 6 Court, Plantation, FL 33317

ARTICLE EIGHT

The corporation shall be deemed to commence its existence on March 25, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 22 day of March, 1996.

Joan M. Barrineau
Incorporator

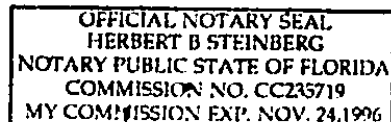
STATE OF FLORIDA)SS
COUNTY OF BROWARD)

On this 22 day of March, 1996, before me, personally appeared Joan M. Barrineau, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Herbert B Steinberg
Notary Public

My commission #CC235719 expires:
November 24, 1996



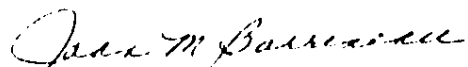
STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business, or Domicile for
the Service of Process Within This State, Naming Agent
Upon Whom Process May be Served and Name and Address of the
Incorporator.

The following is submitted in compliance with
Chapter 48,091 and 602,014, Florida Statutes:

a corporation organized (organizing) under the laws of the
State of Florida, with its initial registered office at
4884 Northwest 6 Court, Plantation, FL 33317 has
named Joan M. Barrineau, its agent to accept service of
process within this state.

Joan M. Barrineau
4884 Northwest 6 Court, Plantation, FL 33317



Incorporator

ACCEPTANCE:

HAVING BEEN NAMED to accept service of process
for the above named corporation, at the place designated
in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the
provisions of all statutes relative to the proper
performance of my duties.

Resident Agent

