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PETER A. BELL, P.A.
ATTORNEY AT LAW

PETER A. BELL, Esq.

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July 31, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001913223
-08/06/96--01012--001
****122.50 ****122.50

Re: Barnett Cable, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation together with check in the amount of \$122.50 which represents the filing fee.

Thank you for your prompt attention to this matter.

Sincerely,



Peter A. Bell

PAB/vld

Enclosures

AUG 6 1996 BSB

FILED
96 AUG -5 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARNETT CABLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is Barnett Cable, Inc.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00 each.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the corporation and the name of the initial registered agent at such address is:

Sherri L. Barnett
140 Revere Street
Port Charlotte, Florida 33952

The principal office address of the corporation is the same as the registered office.

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE SEVEN
DIRECTORS

The Board of Directors of the corporation shall consist of not more than three (3) members. The method of election of directors shall be as stated in the By-Laws.

The names and addresses of the initial Board of Directors are:

Ronald D. Barnett 140 Revere Street
Port Charlotte, Florida 33952

Sherri L. Barnett 140 Revere Street
Port Charlotte, Florida 33952

ARTICLE EIGHT
INCORPORATOR

The name and address of the Incorporator is:

Sherri L. Barnett 140 Revere Street
Port Charlotte, Florida 33952

IN WITNESS WHEREOF, I have hereunto subscribed my name this
26th day of July, A.D., 1996.



Sherri L. Barnett

STATE OF FLORIDA

COUNTY OF CHARLOTTE

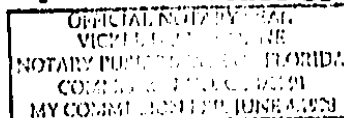
On this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared SHERRI L. BARNETT who is personally known to me and whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of July, A.D., 1996.

Vicki L. Delle Donne

Vicki L. Delle Donne

Notary Public - State of Florida



I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for Barnett Cable, Inc.

DATED this 26th day of July, A.D., 1996.

Sherri L. Barnett

Sherri L. Barnett