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ROBERT D. CHAPIN *
DAVID G. ARMSTRONG *
JAMES A. BALLERANO, JR.

* CERTIFIED BY FLORIDA BAR
WILLS, TRUSTS AND ESTATES

LEGAL ASSISTANTS
PAMELA WILLIAMS
CYNTHIA C. DEAMAN
SUDAN M. MANISCALCO

August 21, 1996

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

200001930772
-08/23/96--01055--013
*****70.00 *****70.00

Re: Barberio Advisory Services, Inc.

Dear Sir or Madam:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent Designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed envelope.

Thank you for your cooperation.

Very truly yours,

James A. Ballerano, Jr.

JAB/llm

Enclosures

LAW\CORP\ARTSFIL.LT

FILED
8/23/96
17

ARTICLES OF INCORPORATION
OF
BARBERIO ADVISORY SERVICES, INC.

The undersigned subscribers to these Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

BARBERIO ADVISORY SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

7900 Glades Road, Suite 410

Boca Raton, Florida 33434

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is five thousand (5,000) shares, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is:

James A. Ballerano, Jr., Esq.
Chapin, Armstrong & Ballerano
1201 George Bush Boulevard
Delray Beach, Florida 33483-7203

ARTICLE V - INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are:

Louis T. Barberio, Jr.
7900 Glades Road, Suite 410
Boca Raton, Florida 33434
and
Sandra M. Barberio
7900 Glades Road, Suite 410
Boca Raton, Florida 33434

ARTICLE VI - DIRECTORS

The names and addresses of the initial directors of the corporation are:

Louis T. Barberio, Jr.

7900 Glades Road, Suite 410

Boca Raton, Florida 33434

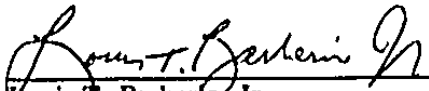
and


Sandra M. Barberio

7900 Glades Road, Suite 410

Boca Raton, Florida 33434

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
this ____ day of August, 1996.


Louis T. Barberio, Jr.,
Incorporator


Sandra M. Barberio,
Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM-BEACH)
 PINECLIFFS

SS:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared LOUIS T. BARBERIO, JR., to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator and who did take an oath.

Type of identification:

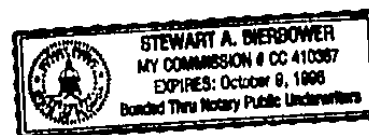
_____ Personally known
✓ Valid (Florida) Lew Tensen driver's license

WITNESS my hand and official seal at St. Petersburg Florida, this 19th day of August 1996.

Stewart A. Bierbower

Notary Public

My commission expires:



STATE OF FLORIDA)
 : SS:
COUNTY OF PALM-BEACH)
 PILGRIMS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared SANDRA M. BARBERIO to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these Articles of Incorporation as Incorporator and who did take an oath.

Type of identification: _____ Personally known
 _____ Valid (Signature) New Jersey driver's license

WITNESS my hand and official seal at St. Petersburg, Florida, this 19th day of August 1996.

Stewart A. Bierbower
Notary Public

My commission expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

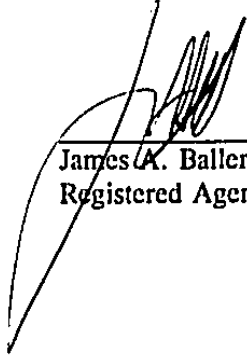
BARBERIO ADVISORY SERVICES, INC.

2. The name and address of the registered agent and office is:

James A. Ballerano, Jr., Esq.
Chapin, Armstrong & Ballerano
1201 George Bush Boulevard
Delray Beach, Florida 33483-7203

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: August 21, 1996



James A. Ballerano, Jr.
Registered Agent