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9/12/96,
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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

(212)431-1441

FAX #:

NAME: BARSTOW & ASSOCIATES, INC.

AUDIT NUMBER.....H96000012763

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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**ARTICLES OF INCORPORATION
OF
BARSTOW & ASSOCIATES, INC.**

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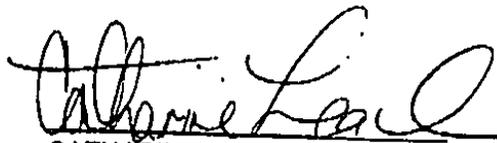
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **BARSTOW & ASSOCIATES, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 100 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **821 WEST FOREST BROOK ROAD, MAITLAND, FL 32751** and the name of its initial registered agent at such address is **KAREN BARSTOW**.
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:

KAREN BARSTOW, 821 WEST FOREST BROOK RD., MAITLAND, FL 32751
7. The name and address of the sole incorporator is: **CATHARINE LEACH**, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 08/22/96


CATHARINE LEACH
Sole Incorporator

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of BARSTOW & ASSOCIATES, INC. , the within named corporation.

Dated: 9/9/96

Karen M. Barstow
KAREN BARSTOW

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BlumbergExcelsior
62 White St.
New York, NY 10013
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