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FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)  
CONTACT: MARIA FELICIANO  
PHONE: (305)376-6037

ACCT#: 076077002561

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NAME: BARCLAY MANAGEMENT CORP.

AUDIT NUMBER.....H96000015397

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

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FAX AUDIT NO.: H96000015397

**ARTICLES OF INCORPORATION  
OF  
BARCLAY MANAGEMENT CORP.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

**Name and Principal Place of Business**

The name of the corporation is BARCLAY MANAGEMENT CORP.

The corporation's initial principal place of business shall be 1133 4th Street, Sarasota, Florida 34236.

**Article II**

**Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

**THIS DOCUMENT PREPARED BY:**

Richard J. Bischoff, Esq.  
Gunster, Yoakley, Valdes-Fauli &  
Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6016

Florida Bar No.: 140232

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### **Article III**

#### **Nature of Business**

This corporation is organized for the purpose of engaging in the business of providing financial consulting services and consulting services for high-tech products and services and to engage in any or all other lawful business purposes.

### **Article IV**

#### **Mailing Address**

The initial mailing address of the corporation is 1133 4th Street, Sarasota, Florida 34236.

### **Article V**

#### **Capital Stock**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock each having \$0.01 par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

### **Article VI**

#### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

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## Article VII

### Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Leo Dubitsky	1133 4th Street Sarasota, Florida 34236
Cliff Wildes	1133 4th Street Sarasota, Florida 34236

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## Article VIII

### Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses

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(including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

### **Article IX**

#### **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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**Article X**

**Incorporator**

The name and street address of the incorporator of this corporation are:

Richard J. Bischoff, Esq.  
Suite 3400 - One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, Florida 33131-1897

**Article XI**

**Amendment**

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on October 31, 1996.

  
Richard J. Bischoff, Incorporator

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**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:

BARCLAY MANAGEMENT CORP. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Sarasota, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at Suite 1400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

  
Richard J. Bischoff  
Incorporator

Dated: October 31, 1996

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

  
By: Mark J. Scheer  
Title: Vice-President

Dated: October 31, 1996  
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11/27/96

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CONTACT: MARIA FELICIANO  
PHONE: (305)376-6037

ACCT#: 076077002561

FAX #: (305)376-6010

NAME: BARCLAY MANAGEMENT CORP.  
AUDIT NUMBER.....H96000016827  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....1

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EST.CHARGE.. \$87.50

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
BARCLAY MANAGEMENT CORP.**

FAX AUDIT NO.: H96000016827

The undersigned, Les Dubitsky, a Director of BARCLAY MANAGEMENT CORP., a Florida corporation filed on November 1, 1996, effective October 31, 1996, document number P96000090111, hereby certifies:

1. The name of this corporation is BARCLAY MANAGEMENT CORP.
2. Article I of the Articles of Incorporation of this corporation is amended to change the name of the corporation from Barclay Management Corp. to Barclay Partners, Inc. and shall read in its entirety as follows:

**Article I**

**Name and Principal Place of Business**

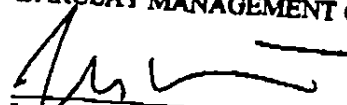
The name of the corporation is **BARCLAY PARTNERS, INC.**

The corporation's initial principal place of business shall be 1133 4th Street, Sarasota, Florida 34236.

3. This Amendment to the Articles of Incorporation was adopted on November 1, 1996 by the Board of Directors of the Corporation pursuant to Sections 607.0821 and 607.1005 of the Florida Statutes by unanimous written consent of the Board of Directors in lieu of a meeting and by which a sufficient number of votes of Directors necessary for approval was received. At the time of adoption of this amendment to the Articles of Incorporation, no shares of the corporation had been issued and, accordingly, no shareholder approval was required.

IN WITNESS WHEREOF, the undersigned Director of this corporation has executed these Articles of Amendment as of the 18 day of November, 1996.

**BARCLAY MANAGEMENT CORP.**

  
Les Dubitsky, Director

THIS DOCUMENT PREPARED BY:  
Richard J. Bischoff, Esq.  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
Suite 3400, One Biscayne Tower  
2 South Biscayne Boulevard  
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