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December 3, 1996

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Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
attn: New Corporations

RE: Barson Group, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the new corporation referenced above.

Also enclosed is our check in the amount of \$131.25 to cover the cost of the filing fee, registered agent designation, one certified copy of the Articles and a certified copy of a certificate of status.

Please return the certified copy to my office at 487 Pinellas Bayway, # 201, Tierra Verde, FL 33715 Please feel free to contact me at (813) 866-8798 should you have any questions or be in need of any additional information.

Very truly yours,



Lynn E. Hanshaw

/leh  
Enc.

Dmc  
12/9/96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC -6 AM 9:52

FILED

ARTICLES OF INCORPORATION

OF

BARSON GROUP, INC.

FILED

96 DEC -6 AM 9:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is BARSON GROUP, INC..

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

The principal office and mailing address for this corporation is:

487 Pinellas Bayway, Unit 201, Tierra Verde, Florida 33715

ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares, all of one class, at One Dollar (\$1.00) par value.

ARTICLE V

The street address of the initial Registered Office of this corporation is 7480 HOBSON STREET NORTHEAST, ST. PETERSBURG, FLORIDA, 33702 The name of the initial Registered Agent of this corporation, at this address is LYNN E. HANSHAW.

ARTICLE VI

This corporation shall have three directors initially. The number of directors may be either increased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

ARTICLE VII

The name(s) and address(es) of the initial director(s) or this corporation is/are:

P Sanford E. Katz  
487 Pinellas Bayway, Unit 201  
Tierra Verde, FL 33715

VP/T: Barbara L. Katz  
487 Pinellas Bayway, #201  
Tierra Verde, FL 33715

S Lynn E. Hanshaw  
7480 Hobson Street N.E.  
St. Petersburg, FL 33702

ARTICLE VIII

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

ARTICLE IX

The name and address of the incorporator is:

Sanford E. Katz  
487 Pinellas Bayway, Unit 201  
Tierra Verde, FL 33715

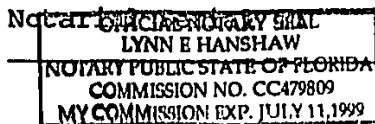
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of December 1996.

  
Sanford E. Katz  
President

STATE OF FLORIDA )  
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this \_\_\_\_ day of December, 1996, by Sanford E. Katz who is personally known to me and who did take an oath.

My Commission Expires:



  
Notary Public

  
Printed Name

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

FILED

96 DEC -6 AM 9:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Lynn E. Hanshaw  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of December, 1996, by Lynn Hanshaw who is personally known to me and who did take an oath.

My Commission Expires:

Notarial Serial #:

OFFICIAL NOTARY SEAL  
ALICE M. MILLER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC266281  
MY COMMISSION EXP. MAR. 15, 1997

  
Notary Public

Alice M. Miller  
Printed Name