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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002023968--9
-12/09/96--01070--011
****122.50 ****122.50

SUBJECT: BARNETT SYSTEMS, INC.
(proposed corporate name)

800002023968--9
-12/09/96--01070--011
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 122.50.

FROM:

MORITA A. BARNETT

Name (printed or typed)

19509 ANGEL LANE

Address

ODESSA, FLORIDA 33556

City, State, & Zip

(813) 920-3115

Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -9 PM 3:21

Note: Please provide the original and one copy of the Articles.

9/21/96

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
BARNETT SYSTEMS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

Name of the corporation is BARNETT SYSTEMS, INC.

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purpose

The purpose or purposes for which the corporation is organized are to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

Shares

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.

CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

SERIES: The corporation is not authorized to issue shares in series.

ARTICLE V

Initial Registered Office and Agent

The initial street address in Florida of the initial registered office of the Corporation is 19509 Angel Lane, Odessa, Florida 33556, and the name of the initial registered agent is Morita A. Barnett, and the principal office shall be the same as the registered office address.

ARTICLE VI

Board of Directors

The Board of Directors shall always consist of at least one person. The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, are as follows:

Morita A. Barnett 19509 Angel Lane Odessa, Florida 33556

ARTICLE VII

Initial Incorporator

The name and street address of the incorporator of this corporation shall be Morita A. Barnett of 19509 Angel Lane, Odessa, Florida 33556.

ARTICLE VIII

Shareholder Action

Three-fourth (3/4ths) of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE IX

Power To Adopt, Amend, Alter, Change or Repeal Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved by a stockholders meeting, with not less than a three-fourths (3/4ths) vote of the common stock.

ARTICLE X

Preemptive Rights to Purchase Shares


The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholder(s), such as the share of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder of all common stock currently authorized.

ARTICLE XI

Voting of Share Cumulatively

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of officers to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of officers that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at TAMPA Florida on the 27TH day of NOVEMBER 1996.


Morita A. Barnett
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Morita A. Barnett who is to me well known or who has produced as identification and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at TAMPA FLORIDA in said county and state this 27TH day of NOVEMBER 1996.


Notary Public
STATE OF FLORIDA

My commission expires:



LAWRENCE MAAS
My Commission CC262057
Expires Mar 04, 1997
Bonded By HAI
800-422-1555

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SECRETARY OF STATE
DIVISION OF CORPORATIONS


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19509 Angel Lane, Odessa, Florida 33556, as its agent to accept service of process within the State of Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named 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 it's duties, and is familiar with and accepts the duties and obligations of Section 607.0505 Florida Statutes.

Dated this 27th day of November, 1996.


Morita A. Barnett
Registered Agent

OFFICERS:	TITLE	SPECIFIC ADDRESS
Morita A. Barnett	President	19509 Angel Lane Odessa, Florida 33556
Nicholas R. Barnett Jr	Sec/Tres	19509 Angel Lane Odessa, Florida 33556