

Law Offices of
DeLOACH & HOFSTRA, P.A.

Dennis R. DeLoach, Jr.
Peter T. Hofstra
Paul R. Cavanis

(813) 397-5571
Fax (813) 393-5418

8640 Seminole Boulevard
Seminole, Florida 34642

P. O. Box 3390
Seminole, Florida 34645

P97 000000 441

December 20, 1996

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

100002041861--1
-12/31/96--01039--006
*****70.00 *****70.00

RE: Barclay Properties, Inc.
Our File Number: 17,599

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent	\$ 35.00
TOTAL	\$ 70.00

Please date stamp the photocopy of the Articles of Incorporation and return same to me in the enclosed stamped, self-addressed envelope.

Should you have any questions or comments, please do not hesitate to advise.

Very truly yours,


Peter T. Hofstra

PTH:nrp
Enclosures

np\corp\barclay-sec.1tr

FILED
96 DEC 31 AM 11:06
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARCLAY PROPERTIES, INC.

FILED
96 DEC 31 AM 11:06
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators to these Articles of Incorporation, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: BARCLAY PROPERTIES, INC. The physical address of the corporation is 7251 - 73rd Street North, Pinellas Park, Florida 33781. The mailing address of the corporation is 7251 - 73rd Street North, Pinellas Park, Florida 33781.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7,500) shares, all of one class, at a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 8640 Seminole Boulevard, Seminole, Florida 33772.

The initial registered agent of this corporation is Peter T. Hofstra.

ARTICLE VI
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES M. B. ROSS	7251 - 73rd Street North Pinellas Park, FL 33781

ARTICLE VIII
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
CHARLES M. B. ROSS	7251 - 73rd Street North Pinellas Park, FL 33781

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

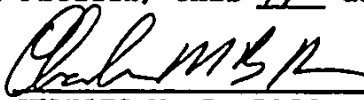
ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI
DATE OF INCEPTION**

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

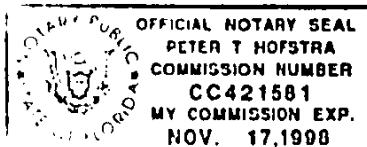
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19th day of December, 1996.



CHARLES M. B. ROSS (SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of December, 1996, by Charles M. B. Ross (who is personally known to me) or who has produced _____ as identification.



(Signature of Notary)

PETER T. HOFSTRA

(Name of notary, printed or stamped)

Notary Public

(Serial Number, if any)

FILED
36 DEC 31 AM 11:07
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.



Peter T. Hofstra
Registered Agent