

P97000019600

3/03/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:23 AM

((H97000003633 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HOLLAND & KNIGHT
CONTACT: KATHY S HEBERER
PHONE: (407)425-8500

ACCT#: 075350000340

FAX #: (407)244-5288

NAME: BARNES WHYMAN, INC.
AUDIT NUMBER.....H97000003633
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Alt-A menu, Alt-H help || CSERVE24 || Capture Off

|| Prn Off || 0:03:25

RECEIVED
97 MAR -3 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 MAR -3 PM 3:04
TALLAHASSEE, FLORIDA

na 3/4/97

H97000003633

**ARTICLES OF INCORPORATION
OF
BARNES WHYMAN, INC.**

The undersigned, acting as incorporator of Barnes Whyman, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Barnes Whyman, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6261 Peacock Run
Lakeland, Florida 33809

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed,

This instrument prepared by:
Catherine Hemin-Clark - Florida Bar No. 780092
Holland & Knight LLP - Post Office Box 1620
Orlando, Florida 32802 - 407 / 425-6500

FROM HOLLAND & KNIGHT LLP ORLANDO 407-244-52 (MON) 3. 3'97 11:43/ST.11:37/NO.3760116151 P 2

FILED
MAR - 3 PM 3:04
TALLAHASSEE, FLORIDA

H97000003633

promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Michael Barnes, 6261 Peacock Lane, Lakeland, Florida 33809.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Michael Barnes	6261 Peacock Run Lakeland, Florida 33809
Hal T. Whyman	6261 Peacock Run Lakeland, Florida 33809

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Catherine Henin-Clark	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons

H97000003633

W97000003633

designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of April, 1996.


Catherine Henin-Clark
Incorporator

H97000003633

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Barnes Whyman, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 6261 Peacock Run, Lakeland, Florida 33809, County of Polk, State of Florida, has named Michael Barnes, located at 6261 Peacock Run, Lakeland, FL 33809, County of Polk, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: April 30 1996


Michael Barnes
Registered Agent

FILED
97 APR -3 PM 3:04
TALLAHASSEE, FLORIDA

ORL-187938.1/894