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3/06/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: BARNETT BUILDERS INC.

AUDIT NUMBER.....H97000003909

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF

Barnett Builders Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

Barnett Builders Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business shall be:

27330 W. Indies Drive
(Physical street address)

Ramrod Key, FL 33042
(City, State, and Zip Code)

The mailing address of the Corporation shall be:

P.O. Box 431941
(Street or P.O. Box)

Big Pine Key, FL 33043
(City, State, and Zip Code)

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 5,000 shares of common stock with a par value of \$1.00 per share. The Corporation plans to initially issue 500 shares, reserving the balance for subsequent issuance.

497-3909
Prepared by:
ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-368-2571

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The following person shall serve as registered agent for the Corporation at the address stated:

Jerry A. Barnett
Signature

27330 W. Indies Drive
(Street Address)

Jerry A. Barnett
Print or Type Name

Ramrod Key, FL 33042
(City, State, and Zip)

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator, who shall also serve as initial director and registered agent, hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida, and hereby accepts designation as registered agent.

INITIAL ADDRESS of
Corporation
and Incorporator

Jerry A. Barnett
(Signature)

27330 W. Indies Drive
(Street Address)

Jerry A. Barnett
(Name)

Ramrod Key, FL 33042
(City, State, & Zip)

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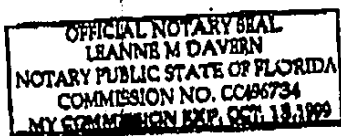
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 5th
day of March, 1997 by Jerry Barnett of
Barnett Builders Inc., a Florida Coporation, on
behalf of the corporation. He/she is personally known to me and
did not take an oath.

LeAnne M. Davern
NOTARY PUBLIC, STATE OF FLORIDA

LeAnne M. Davern
(TYPED OR PRINTED NAME)



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**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 807.0501 OR 817.0801, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is: Barnett Builders Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Jerry Barnett

(Name)

27330 W. Indies Drive

(Street address - P. O. Box not acceptable)

Ramrod Key, FL 33042

(City/State/Zip)

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

Jerry A. Barnett
(Signature)

03-05-97

(Date)

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