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P97000035413

April 17, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: **Barnaby Management Corporation**

400002147564--1
-04/18/97--01042--003
****122.50 ****122.50

Dear Sirs:

Enclosed please find an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

<u>X</u>	Articles Of Incorporation filing fee:	\$ 35.00
<u>X</u>	Certified copy of Articles Of Incorporation:	\$ 52.50
<u>X</u>	Registered Agent Designation Filing Fee:	\$ <u>35.00</u>

Total Enclosed: \$ 122.50

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

Robert L. Schimmel

RLS/cy
Enclosures

APR 21 1997

FILED
97 APR 19 11:00
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BARNABY MANAGEMENT CORPORATION

FILED
97 APR 18 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Barnaby Management Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America or any other State, Territory, Country or Nation.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1000) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be at least one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

ARTICLE VI. PRINCIPAL OFFICE & MAILING ADDRESS

The address of this corporation's principal office and its mailing address shall be:

3191 Coral Way, Ph-2
Miami, Florida 33145

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The name and address of this corporation's initial registered agent and office shall be:

Robert L. Schimmel
Hessen, Schimmel & De Castro, P.A.
3191 Coral Way, Ph-2
Miami, Florida 33145

ARTICLE VIII. INCORPORATOR

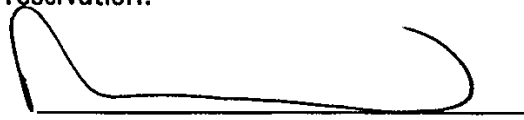
The name and address of the individual who shall serve as this corporation's incorporator is:

Robert L. Schimmel
3191 Coral Way, Ph-2
Miami, Florida 33145

Barnaby Management Corporation

ARTICLE IX. AMENDMENT

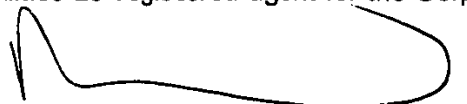
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Robert L. Schimmel, Incorporator

ACCEPTANCE BY REGISTERED AGENT

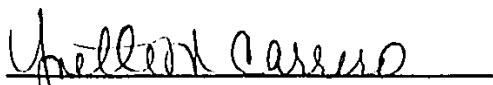
I hereby accept my designation as resident agent and agree to serve as the resident agent of Barnaby Management Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the corporation.



Robert L. Schimmel - Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

On this 19 day of April, 1997, Robert L. Schimmel, the individual who shall serve as the corporation's incorporator and initial registered agent, who is known to me, personally appeared before me and signed and acknowledged signing these Articles of Incorporation.


Notary Public, State of Florida

Barnaby Management Corporation

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WILLEM M. CARRERO
My Commission CC403096
Expires Aug. 30, 1998
Bonded by HAI
600-422-1555

FILED
97 APR 18 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA