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WALTON & TOWNSEND, P.A.
ATTORNEYS AT LAW

KATE L. WALTON (1913-1985)
WILLIAM L. TOWNSEND, JR.

May 27, 1997

FIRST UNION BANK BUILDING
200 REID STREET
P.O. BOX 250
PALATKA, FLORIDA 32178-0250
(904) 328-8876
FAX (904) 325-2833

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

400002195074--2
-05/29/97--01060--024
****122.50 ****122.50

Re: BARLOTA, INC.

Dear Corporation Clerk:

Enclosed you will find original and copy of the Articles of Incorporation and Certificate naming resident agent for the above named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 which represents payment of the filing fees, certified copy fees and registered agent fees.

Please file the enclosed Articles of Incorporation and return a certified copy to our Palatka office.

Thank you for your cooperation and assistance in this matter.

Sincerely,

Marilyn E. Fahner

Marilyn E. Fahner
Legal Assistant

MEF:ms
Enclos. (as stated)

ca 6/2/97

FILED
ON SEPTEMBER 15, 1965
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

ARTICLES OF INCORPORATION

of

BARLOTA, INC.

ARTICLE I. NAME OF CORPORATION:

The name of the corporation shall be: **BARLOTA, INC.**

ARTICLE II. PURPOSE OF CORPORATION:

The general purpose of the corporation is to transact any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL PRINCIPAL OFFICE:

The address of the initial principal office of the corporation shall be: 4261 Sidewinder Trail, Middleburg, FL 32068. 32187.

The Board of Directors from time to time may move the

corporate office to any other address in the State of Florida.

ARTICLE VI. REGISTERED AGENT:

The name and address of the initial registered agent is:

WILLIAM L. TOWNSEND, JR.
200 Reid Street
First Union Bank Building
P. O. Box 250
Palatka, Florida 32178-0250

ARTICLE VII. INCORPORATOR:

The name and address of the incorporator signing these Articles of Incorporation is:

LORI J. BOWDEN
4261 Sidewinder Trail
Middleburg, FL 32068

ARTICLE VIII. BOARD OF DIRECTORS:

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director are as follows:

LORI J. BOWDEN
4261 Sidewinder Trail
Middleburg, FL 32068

The person named as initial director shall hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified, whichever shall first occur.

ARTICLE IX. OFFICERS OF THE CORPORATION:

The officers shall be elected by the shareholders. The names and addresses of the initial officers of this corporation are as follows:

President: LORI J. BOWDEN
4261 Sidewinder Trail
Middleburg, FL 32068

Secretary: LORI J. BOWDEN
4261 Sidewinder Trail
Middleburg, FL 32068

Treasurer: LORI J. BOWDEN
4261 Sidewinder Trail
Middleburg, FL 32068

ARTICLE X. AUTHORIZATION TO ELECT SUB-CHAPTER S:

This corporation is authorized to elect tax treatment under Sub-Chapter S of the Internal Revenue Code.

ARTICLE XI. BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders.

ARTICLE XII. AMENDMENTS:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or by amendment to them, and any right conferred upon the shareholders is

subject to this reservation. These Articles of Incorporation may be amended by a majority vote of the shares of the said corporation.

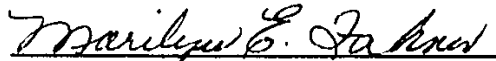
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 27 day of May, 1997.


LORI J. BOWDEN

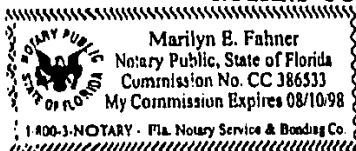
STATE OF FLORIDA
COUNTY OF PUTNAM, SS:

BEFORE ME, a Notary Public in and for the above County and State authorized to take acknowledgments, personally appeared LORI J. BOWDEN, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, after taking an oath, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last above written on this 27th day of May, 1997.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

of

BARLOTA, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That LORI J. BOWDEN, desiring to organize a corporation under the name of **BARLOTA, INC.**, under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Clay and the State of Florida, have named WILLIAM L. TOWNSEND, JR., whose address is 200 Reid Street, First Union Bank Building, Palatka, FL 32177, as its agent to accept service of process within this state.


Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



WILLIAM L. TOWNSEND, JR.

SWORN TO BEFORE ME and subscribed in my presence on this

27th day of May, 1997.


NOTARY PUBLIC

My Commission Expires:

