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CONTACT:		
OFFICE USE OFFICE IDENTIFIED	HARRINA (SA)	
UCC I ING & SEARCH SERVICES, I	NC.	
(Requestor's Name)		
526 EAST PARK AVENUE		
(Address)		
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(City, State, Zip)	(Phone #)	OFFICE USE UNITY TEETO
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	Other	Examiner's Initials

ARTICLES OF INCORPORATION

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OF

BARCLAYS REAL ESTATE INVESTMENT GROUP, INC.

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

ARTICLE I - NAME

The name of the corporation shall be:

BARCLAYS REAL ESTATE INVESTMENT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

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

> 2100 Constitution Blvd. Sarasota, Florida 34231

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 shares without par value

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

David C. York 2100 Constitution Blvd. Sarasota, Florida 34231

ARTICLE V - INCORPORATOR(6)

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

> David C. York 2100 Constitution Blvd. Sarasota, Florida 34231

The undersigned has executed these Articles of Incorporation this day of August 1997

Signature/Tikle

OwnkR/InkSIDENT

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

The name of the corporation is:

NIS

BARCLAYS REAL ESTATE INVESTMENT GROUP, INC.

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

David C. York 2100 Constitution Blvd. Sarasota, Florida 34231

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS, REGISTERED AGENT.

Signature