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ACCOUNT NO. : 072100000032

REFERENCE : 501227 4312767

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : August 19, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 501227-005

CUSTOMER NO: 4312767

CUSTOMER: Donald Klein, Esq.
KLINE MOORE & KLEIN

300002271103--7

Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: BARRY BARSON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
97 AUG 19 PM 12:15
SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 19 AM 10:42
DIVISION OF CORPORATION

SN AUG 19 1997

FILED

97 AUG 19 PM 12:15

SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BARRY BARSON, INC.

I.

The name and address of this corporation are: BARRY BARSON, INC., 929 North Lake Claire Circle, Oviedo, Florida 32765.

II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

III.

This corporation is organized for the following purposes: To engage in the transaction of any and all lawful business whatsoever.

IV.

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock.

V.

The street address of the initial registered office of this corporation is: 929 North Lake Claire Circle, Oviedo, Florida 32765, and the name of the initial registered agent of this corporation at that address is: BARRY BARSON.

VI.

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation shall be:

BARRY BARSON

JANICE K. BARSON

VII.

The name and address of the incorporator shall be:

BARRY BARSON
929 North Lake Claire Circle
Oviedo, Florida 32765.

VIII.

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

IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

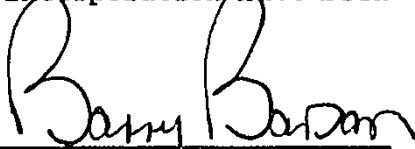
X.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 12th day of August, 1997.



BARRY BARSON

STATE OF FLORIDA

)

SS:

COUNTY OF DADE

)

BEFORE ME, the undersigned authority personally appeared BARRY BARSON, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

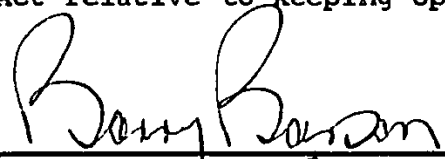
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First that BARRY BARSON, INC., desiring to organize under the
laws of the State of Florida, with its registered office, as
indicated in Articles of Incorporation has named BARRY BARSON, 929
North Lake Claire Circle, Oviedo, Florida 32765, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, the
undersigned hereby accepts to act in this capacity, and agrees to
comply with the provisions of said Act relative to keeping open
said office.



BARRY BARSON

FILED
97 AUG 19 PM 12:15
SEC. OF STATE
TALLAHASSEE, FLORIDA