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11/05/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA
CONTACT: JULIO C EXQUIVEL
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)632-2797

NAME: BARROW FAMILY CORPORATION

AUDIT NUMBER.....H97000018403

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

CERT. OF STATUS..1

PAGES..... 15

CERT. COPIES.....0

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(904)922-3709 11/05/97 17:05 Florida Department PI 71



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1997

TAMPA CORPORATE SERVICES

SUBJECT: BARROW FAMILY CORPORATION
REF: W97000025177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "THE BARROW FAMILY LIMITED PARTNERSHIP".

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000018403
Letter Number: 797A00053614

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
M.C. Barrow Management Corporation

Article II. Address

The mailing address of the Corporation is:
M.C. Barrow Management Corporation
14720 Clarendon Dr.
Tampa FL 33624

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Charles D. Barrow
Marisa T. Barrow

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations

15210 Amberly Drive • Suite 328

Tampa FL 33647

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 10, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 10, 1997.



CORPORATE CREATIONS

Stacy R. Costner Vice President

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

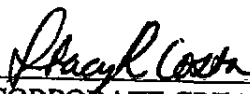
M.C. Barrow Management Corporation

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES, INC.
by Stacy R. Costner as attorney-in-fact

Date: November 10, 1997

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