

P98000015148

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002141840--5
-04/14/97--01043--006
*****78.75 *****78.75

SUBJECT: The Barnes Group, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75 (filing fee and certificate).

FROM: James G. Barnes
P.O. Box 831898
Miami, Florida 33283-1898
305-387-6480

FILED
98 FEB 16 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 2/16/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1997

JAMES G. BARNES
P.O. BOX 831898
MIAMI, FL 33283-1898

SUBJECT: THE BARNES GROUP, INC.
Ref. Number: W97000008725

We have received your document for THE BARNES GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 297A00018977

ARTICLES OF INCORPORATION

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

ARTICLE I – NAME

The name of the corporation shall be:

Garrison-Clark Enterprises, Inc.

ARTICLE II – PRINCIPAL OFFICE

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

**World Headquarters:
7204 Southwest 128th Court
Miami, Florida 33183-3442**

**Mailing Address:
P.O. Box 831898
Miami, Florida 33283-1898**

ARTICLE III – SHARES

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

1000 shares

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TALLAHASSEE, FLORIDA

ARTICLE IV - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

James G. Barnes, M.Acc.
c/o Garrison-Clark Enterprises, Inc.
World Headquarters
7204 Southwest 128th Court
Miami, Florida 33183-3442

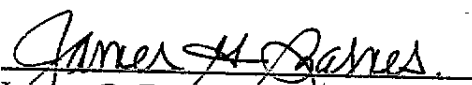
ARTICLE V - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

James G. Barnes, M.Acc.
President
c/o Garrison-Clark Enterprises, Inc.
World Headquarters
7204 Southwest 128th Court
Miami, Florida 33183-3442

Daniel C. Wainright
Vice President
c/o Garrison-Clark Enterprises, Inc.
World Headquarters
7204 Southwest 128th Court
Miami, Florida 33183-3442

The undersigned incorporators have executed these Articles of Incorporation this 1st day of January, 1998.


James G. Barnes, M.Acc.


Daniel C. Wainright

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, 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.

1. The name of the corporation is **Garrison-Clark Enterprises, Inc.**
2. The name and address of the registered agent and office is:

**James G. Barnes, M.Acc.
c/o Garrison-Clark Enterprises, Inc.
World Headquarters
7204 Southwest 128th Court
Miami, Florida 33183-3442**

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.

James G. Barnes
James G. Barnes, M.Acc.

Date: January 1, 1998

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TALLAHASSEE, FLORIDA