

Clark & Scholnik  
A Partnership of Professional Associations

THOMAS M. CLARK, P.A.  
LOUIS N. SCHOLNIK, P.A.

2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
Telephone (305) 776-3800  
Telephone (305) 771-4790  
Telecopier (305) 776-3825

February 17, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300002433943--1  
-02/18/98--01044--001  
\*\*\*\*656.25 \*\*\*\*131.25

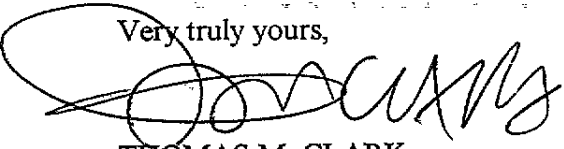
RE: The Barth Companies, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the fully executed Articles of Incorporation for each of the above reference corporations. Also enclosed is our check in the amount of \$656.25 to cover the cost of the filing fees together with a Certificate of Status for each. Please forward us a copy of each of the filed Articles and an original Certificate of Status for each corporation in the enclosed self-addressed stamped envelope.

If there is anything further which you need, please do not hesitate to contact the undersigned.

Very truly yours,

  
THOMAS M. CLARK  
For the Firm

TMC/plc

Enclosures

FILED  
98 FEB 18 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/18/98-T.M.

**ARTICLES OF INCORPORATION  
OF  
THE BARTH COMPANIES, INC.**

**ARTICLE I - NAME**

The name of this corporation is **THE BARTH COMPANIES, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all legal business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

Prepared by: Thomas M. Clark, Esq.  
Thomas M. Clark, P.A.  
2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
(954) 776-3800  
Florida Bar No. 141497

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of the initial principal office of this corporation is 101 North Riverside Drive, Suite 203, Pompano Beach, FL 33062, and the name and address of the initial registered agent of this corporation is Thomas M. Clark, at 2400 East Commercial Boulevard, Suite 820, Fort Lauderdale, FL 33308.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director 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 name and address of the initial Director of this corporation is:

Andrew J. Barth  
101 North Riverside Drive, Suite 203  
Pompano Beach, FL 33062

#### **ARTICLE VIII - INCORPORATOR**

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

Thomas M. Clark  
2400 East Commercial Blvd., #820  
Fort Lauderdale, FL 33308

#### **ARTICLE IX - INDEMNIFICATION**

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

#### **ARTICLE X - AMENDMENT**

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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.

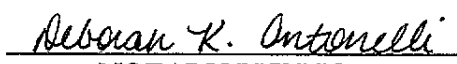
IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on February 11, 1998.

  
THOMAS M. CLARK

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, to me well known and known to me to be the person described in and who executed the foregoing instrument, or who produced N/A as identification, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of February, 1998.

  
NOTARY PUBLIC

My commission Expires:  
(Seal)

OFFICIAL NOTARY SEAL  
DEBORAH K. ANTONELLI  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC609709  
MY COMMISSION EXP. JAN. 7, 2001

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT **THE BARTH COMPANIES, INC.**, DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF POMPANO BEACH, STATE OF FLORIDA, HAS  
NAMED THOMAS M. CLARK, AT 2400 EAST COMMERCIAL BOULEVARD, SUITE 820,  
FORT LAUDERDALE, FLORIDA, 33308, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE

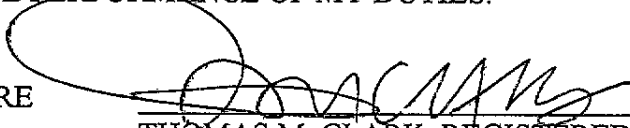
  
THOMAS M. CLARK  
INCORPORATOR

TITLE

DATE: FEBRUARY 11, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
THOMAS M. CLARK, REGISTERED AGENT

DATE: FEBRUARY 11, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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