

CATHERINE R. HENIN-CLARK, P.A.  
COUNSELOR AT LAW  
BOARD CERTIFIED IN IMMIGRATION AND NATIONALITY LAW

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P98000039085

April 23, 1998

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

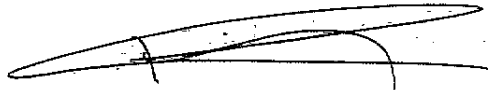
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\*\*\*122.50 \*\*\*122.50

Re: Barlow Wilkinson, Inc.

Dear Sir or Madam:

I enclose for filing Articles of Incorporation and Registered Agent Designation for Barlow Wilkinson, Inc. along with payment of \$122.50. Please return a certified copy to me. Thank you for your assistance.

Sincerely,



Catherine R. Henin-Clark

CRHC:leb  
Enclosures

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 4/30/98

ARTICLES OF INCORPORATION  
OF  
BARLOW WILKINSON, INC.

The undersigned, acting as incorporator of Barlow Wilkinson, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Barlow Wilkinson, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 382 West State Road 434, Longwood, Florida 32750.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

Prepared By:  
Catherine R. Henin-Clark  
Florida Bar No. 730092  
Catherine R. Henin-Clark, P.A.  
P.O. Box 2287  
Orlando, Florida 32802  
407-426-2095

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#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Gary D. Whitaker, 382 West State Road 434, Longwood, Florida 32750.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

| <u>Name</u>         | <u>Address</u>  |
|---------------------|---|
| Susan Dawson Barlow | North Wyngarth<br>217 Sunderland Road<br>South Shields<br>Tyne and Wear<br>England NE34 6AQ |
| Ann Wilkinson       | 22 Westhope Road<br>South Shields<br>Tyne and Wear<br>England NE34 6JT                      |

#### ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u>              | <u>Address</u>  |
|--------------------------|---|
| Catherine R. Henin-Clark | 390 North Orange Avenue<br>Suite 1800<br>Orlando, Florida 32801 |

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

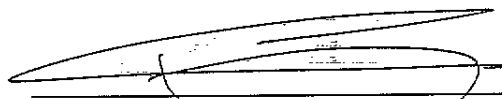
#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of April, 1998.

  
\_\_\_\_\_  
Catherine R. Henin-Clark  
Incorporator

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT


Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Barlow Wilkinson, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 382 West State Road 434, Longwood, Florida 32750, has named Gary D. Whitaker, located at 382 West State Road 434, Longwood, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

DATED: April 21, 1998

  
Gary D. Whitaker  
Registered Agent

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98 APR 28 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA