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ALEXANDER G. PADEREWSKI
MICHAEL E. SWEETING
LAUREN A. CAMERON

PADEREWSKI & SWEETING, P.A.

ATTORNEYS-AT-LAW
1834 MAIN STREET
SARASOTA, FLORIDA 34236
(941) 366-5150
FAX (941) 366-0685

TRIAL PRACTICE - PERSONAL
INJURY & WRONGFUL DEATH
WORKER'S COMPENSATION
DOMESTIC RELATIONS
CRIMINAL LAW
GENERAL PRACTICE

May 11, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002521541-8
-05/13/98-01130-009
***122.50 ***122.50

Re: Barron & Zavagali, Inc.

Dear Sir:

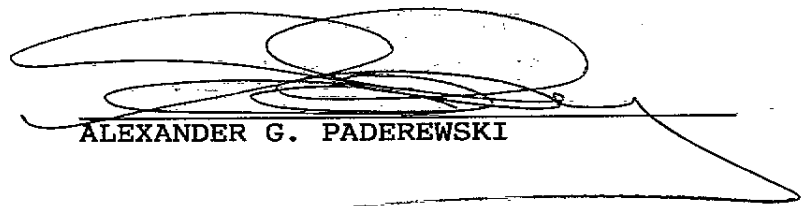
Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certified Copies of Articles	\$ 52.50
Total	\$122.50

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/cjc
Enclosure

Alexander GAVE
AUTHORIZATION BY PHONE TO

CORRECT over 6

DATE 5/15/98

DOC. EXAM. TA

FILED
98 MAY 13 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/15/98

**ARTICLES OF INCORPORATION
OF
BARRON & ZAVAGALI, INC.**

FILED
98 MAY 13 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be BARRON & ZAVAGALI, INC.
The mailing address for the corporation is 500 Central Avenue,
Sarasota, Florida 34236.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
to manufacture, purchase, or otherwise acquire, and to own,
mortgage, pledge, sell, assign, transfer or otherwise dispose of,
and to invest in, trade in, deal in and with goods, wares,
merchandise, real and personal property, and services of every
class, kind and description for the purpose of transacting any or
all legal business, except that it is not to conduct a banking,
safe deposit, trust, insurance, surety, express, railroad, canal,
telegraph, telephone or cemetery company, a building and loan
association, mutual fire insurance association, cooperative
association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One
Dollar (\$1.00) par value common stock which shall be designated
"Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Alexander G. Paderewski, and his address is 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. the name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Pam Williams	1700 Alta Vista Street Sarasota, Florida 34236
Susan Zavagali	1700 Alta Vista Street Sarasota, Florida 34236

ARTICLE VII - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Alexander G. Paderewski, 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VIII - TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof: and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate repre-

senting said shares, and the by-laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

**ARTICLE IX
TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in any manner

provided by law.

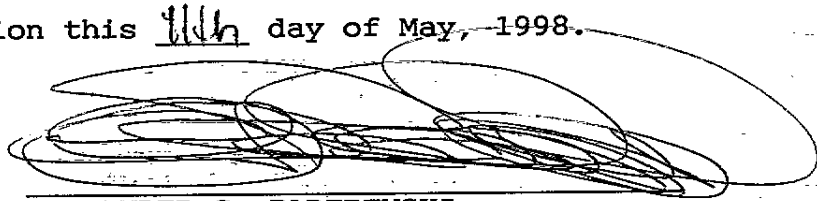
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of May, 1998.



ALEXANDER G. PADEREWSKI
Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day of May, 1998, by ALEXANDER G. PADEREWSKI.



CHERYL J. CURRO
My Comm Exp. 2/05/99
Bonded By Service Ins
No. CC660354
 Personally Known Other I.D.

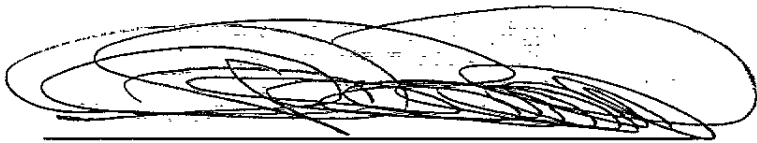
Cheryl J. Curro
NOTARY PUBLIC
CHERYL J. CURRO
Printed, Typed or Stamped Name of Notary

Personally known XXXX
or Produced identification _____
Type of identification produced _____

ACCEPTANCE

Having been named to accept service of process for BARRON & ZAVAGALI, INC. at the place indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: May 11, 1998



ALEXANDER G. PADEREWSKI.

FILED
98 MAY 13 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA