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July 9, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: BARCLAY SQUARE, INC.

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-07/13/98--01020--016
*****70.00 *****70.00

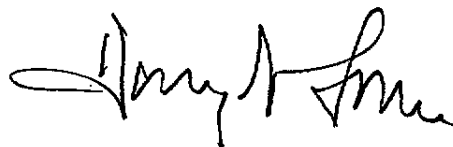
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/re
Enc.

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98 JUL 13 AM 8:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BARCLAY SQUARE, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: BARCLAY SQUARE, INC. The principal place of business and the mailing address of the corporation shall be: 400 High Point Drive, Suite 500, Cocoa, FL 32926.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is SUSAN TIMMINS, 400 High Point Drive, Suite 500, Cocoa, FL 32926. The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII

The names and addresses of the officers are:

| NAME | ADDRESS | OFFICE |
|----------------------|--|-----------|
| Jill Simpkins Crouch | 400 High Point Drive, Suite 500 Cocoa, FL 32926 | President |
| Susan Timmins | 400 High Point Drive, Suite 500 Cocoa, FL 32926 | Secretary |

ARTICLE VIII

The name and address of the subscriber to the Certificate of Incorporation is as follows:

| NAME | ADDRESS |
|---------------|--|
| Susan Timmins | 400 High Point Drive, Suite 500 Cocoa, FL 32926 |

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, 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 XI

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

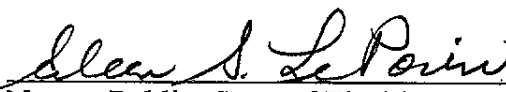
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 9TH day of July, 1998.


SUSAN TIMMINS

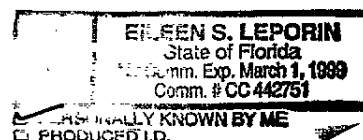
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared SUSAN TIMMINS, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of July, 1998.


Notary Public, State of Florida

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF

BARCLAY SQUARE, INC.

Pursuant to the provisions of Florida Statutes, Section 607.0501, 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: BARCLAY SQUARE, INC.
2. The name and address of the Registered Agent and Office is:

SUSAN TIMMINS
400 High Point Drive, Suite 500
Cocoa, FL 32926

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 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.

Susan Timmins
Susan Timmins, Registered Agent
Date: JULY 9, 1998

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98 JUL 13 AM 8:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA