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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 1:11

Date: January 7, 1999

Bill Barnhill
501 North Ferdon Blvd.
Crestview, FL 32536
Phone - (850) 682-6199

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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122.50 **78.75

RE: BILL BARNHILL AGENCY, INC.

Find enclosed herewith an original and photocopy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents fees necessary for this filing.

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,

Bill Barnhill

Enclosures

ARTICLES OF INCORPORATION
of
BILL BARNHILL AGENCY, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is BILL BARNHILL AGENCY, INC. and its principal place of business shall be located at 501 North Ferdon Blvd., Crestview, Florida 32536.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is initially organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata 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

The street address of the principal office and initial registered office of this corporation in this state is 501 North Ferdon Blvd., Crestview, Florida 32536, and the mailing address is the same. The initial registered agent at that address shall be Bill Barnhill.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation, pursuant to the authority vested in Section 607.111, F.S. shall be managed by its stockholders rather than a board of directors, and the stockholders shall elect the officers. The initial stockholder in the corporation and who shall initially manage the business is:

Bill Barnhill

501 N. Ferdon Blvd.
Crest view, FL 32536

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

BILL BARNHILL
501 North Ferdon Blvd.
Crestview, FL 32536

ARTICLE IX - INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer, or any former Officer, to the full extent permitted bylaw. No officer shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer breached or failed to perform his duties as an officer as provided in Florida Statutes.

ARTICLE XI - By-laws

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

ARTICLE XIII - DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber of this corporation, have executed these articles of incorporation at Crestview, Florida on the 7th day of January, 1999.

Bill Barnhill
Bill Barnhill
Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BILL BARNHILL, the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 7th day of January, 1999.

Nancy M. Deese
NOTARY PUBLIC
My Commission Expires:

NANCY M. DEESE
Notary Public, State of Florida
My Comm. Expires March 15, 2002
Comm. No. CC 724957

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

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In compliance of Section 48.091, Florida Statutes, the following is submitted:

That BILL BARNHILL AGENCY, INC., desiring to organize or qualify under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Crestview, Okaloosa County, Florida, hereby names BILL BARNHILL, 501 North Ferdon Blvd., Crestview, FL 32536, as its agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated this 7th day of January, 19 99.



Bill Barnhill
Registered Agent