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**JANE AND PATRICK BARKLEY
1614 N.W. 38 STREET
OAKLAND PARK, FLORIDA 33309
(954) 735-4621**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 AM 10:59

February 5, 1999

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Secretary of State
State of Florida

~~409 E. Gaines Street~~
Tallahassee, Florida 32301

P.O. Box 6327

32399

32314

*****70.00 *****70.00

RE: PAT BARKLEY, INC.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for Pat Barkley, Inc. Also enclosed is our Check No. 0684 in the amount of \$70.00 for the filing fee.

Should you have any questions, please feel free to call.

Very truly yours,

Jane E. Barkley

Jane E. Barkley

/jb
Enclosures

**ARTICLES OF INCORPORATION
OF
PAT BARKLEY, INC.**

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THE UNDERSIGNED Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is PAT BARKLEY, INC. The official street and mailing address for the Corporation is 1614 N.W. 38 Street, Oakland Park, Florida 33309.

ARTICLE II - PURPOSE OF CORPORATION

This Corporation is organized for the purposes of conducting any and all lawful activity or business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation will begin business shall not be less than Ten Dollars (\$10.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1614 N.W. 38 Street, Oakland Park, Florida 33309. The name of the initial Registered Agent of this Corporation at that address is PATRICK R. BARKLEY.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The 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 (1). The name and address of the initial director of this Corporation is:

PATRICK R. BARKLEY	1614 N.W. 38 Street
	Oakland Park, Florida 33309

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is PATRICK R. BARKLEY.

ARTICLE IX - INDEMNIFICATION

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

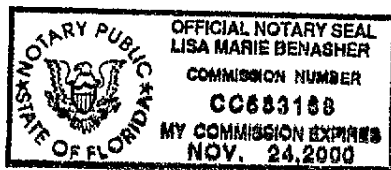
IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation on this 31st day of January, 1999.


PATRICK R. BARKLEY, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority authorized to take acknowledgments in the State and County set forth above, personally appeared PATRICK R. BARKLEY, known to me to be the person who executed the foregoing Articles of Incorporation of PAT BARKLEY, INC. and he acknowledged to and before me that he executed these Articles of Incorporation freely and voluntarily for the purposes described herein. PATRICK R. BARKLEY is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 31st day of January, 1999.





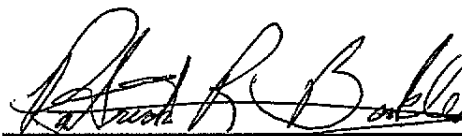
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Lisa M. Benasher

AFFIX SEAL:

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.



PATRICK R. BARKLEY

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