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Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

EFFECTIVE DATE

6-9-99

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FLORIDA PROFIT CORPORATION OR P.A.

Barnes Research, Inc.

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B. McKnight JUN 11 1999

ARTICLES OF INCORPORATION**OF****Barnes Research, Inc.****EFFECTIVE DATE****6-9-99**

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I***NAME/PRINCIPAL OFFICE/MAILING ADDRESS:***

The name of the corporation is:

Barnes Research, Inc.

Start date: June 9, 1999

The principal office and mailing address is:

1767 St. Lawrence Way

Jacksonville, Florida 32223

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II***REGISTERED OFFICE AND REGISTERED AGENT:***

The street address of the initial registered office is:

1767 St. Lawrence Way

Jacksonville, Florida 32223

and the name of the initial registered agent is:

Lalena Ann Barnes

Jeffrey M. Jacobs, CPA, P.A.
11018-112 Old St Augustine Rd.
Jacksonville, FL 32257
(904) 260-0483

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ARTICLES OF INCORPORATION**OF****Barnes Research, Inc.****ARTICLE III*****DURATION:***

The Corporation shall have perpetual existence.

ARTICLE IV***PURPOSE:***

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V***CAPITAL STOCK:***

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien. The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be one thousand (1000) with a par value of \$1.00.

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ARTICLES OF INCORPORATION
OF
Barnes Research, Inc.

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of one member. Her name and mailing address, as well as, the position she holds is as follows:

Name: Lalena Ann Barnes

Chairperson

Address: 1767 St. Lawrence Way

Jacksonville, Florida 32223

OFFICERS:

The initial officers of the corporation shall consist of one person. Her name and mailing address, as well as, the position she holds is as follows:

Name: Lalena Ann Barnes

President/Secretary/Treasurer

Address: 1767 St. Lawrence Way

Jacksonville, Florida 32223

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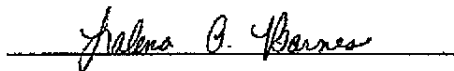
ARTICLES OF INCORPORATION**OF****Barnes Research, Inc.****ARTICLES VII*****INCORPORATOR:***

The name and address of the incorporator is:

Name: Lalena Ann Barnes

Address: 1767 St. Lawrence Way
Jacksonville, Florida 32223

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 10th day of June, 1999.



Incorporator (Signature)

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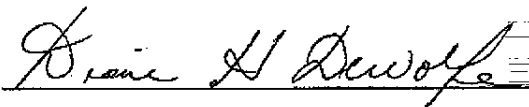
ARTICLES OF INCORPORATION**OF****Barnes Research, Inc.****STATE OF FLORIDA****COUNTY OF DUVAL**

Before me, the undersigned authority, personally appeared

Lalena Ann Barnes

Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 10th day of June, 1999.



Notary Public

STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: FL DRIVERS LICENSE

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ARTICLES OF INCORPORATION**OF****Barnes Research, Inc.*****ACCEPTANCE OF REGISTERED AGENT APPOINTMENT******BY INCORPORATOR AS SET FORTH IN ARTICLE II***

First - That Barnes Research, Inc. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Lalena Ann Barnes, located at 1767 St. Lawrence Way, in the City of Jacksonville, State of Florida, 32223, as its agent to accept service of process within Florida.

Having been named 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, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature _____

Lalena A. Barnes

(Registered Agent)

(Incorporator & Corporate Officer)

Date _____

6/10/99

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