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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

BARCLAYS FUNDS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BARCLAYS FUNDS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be: **BARCLAYS FUNDS, INC.**

The principal place of business of this corporation shall be:
22247 ALYSSUM WAY
BOCA RATON, FL 33433-4801

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

500 SHARES OF COMMON STOCK @ \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officers(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

HAROLD TRIPP
22247 ALYSSUM WAY
BOCA RATON, FL 33433-4801

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

**HAROLD TRIPP
22247 ALYSSUM WAY
BOCA RATON, FL 33433-4801**

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)
executed these Articles of Incorporation this 30th day of September, 1999.

Signature (s) of incorporator(s)


HAROLD TRIPP

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

BARCLAYS FUNDS, INC.

2. The name and address of the registered agent and office is:

C/O HAROLD TRIPP

22247 ALYSSUM WAY

(P.O. BOX NOT ACCEPTABLE)

BOCA RATON, FL 33433-4801

(CITY/STATE/ZIP)

SIGNATURE 

HAROLD TRIPP (CORPORATE OFFICER)

TITLE President

DATE Oct. 5/1999

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE Oct. 5/99

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