

Thomas H. and June M. Leslie
2533 Golf View Drive, Weston, Florida 33327

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-12/03/36--01044--015
****122.00 ****122.00

State of Florida
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

Director/Commissioner of Incorporation:

Enclosed are two copies of the Articles of Incorporation for Carrousel Marketing Company and a check in the amount of \$122 to cover the filing fee and certification of one of the copies

Please return the certified copy to:

Thomas H. Leslie
1304 SW 160th Avenue, Suite 346
Sunrise, FL 33326

Sincerely,

Thomas H. Leslie

Thomas H. Leslie

FILED
96 DEC 19 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]
12/19

R.A. Accord.
015
WFB-2554



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

THOMAS H LESLIE
1304 SW 160TH AVENUE
SUITE 346
SUNRISE, FL 33326

SUBJECT: CARROUSEL MARKETING COMPANY
Ref. Number: W96000025541

We have received your document for CARROUSEL MARKETING COMPANY and check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 696A00054672

Thomas H. and June M. Leslie
2533 Golf View Drive, Weston, Florida 33327

December 16, 1996

Loria Poole
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

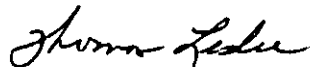
Dear Loria:

Enclosed are corrected articles of incorporation for Carrousel Marketing Company. The articles were corrected to include the registered agent's statement.

Please continue the processing of the documents.

If you have questions or require additional information, my daytime telephone number is (954) 721-1444 ext, 403.

Sincerely,



Thomas Leslie

ARTICLES OF INCORPORATION

96 DEC 19 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the state of Florida, adopt the following articles of incorporation:

FIRST: The name of the corporation is: Carrousel Marketing Company.

SECOND: The period of its duration is: until dissolved by actions of the directors or stockholders..

THIRD: The purpose of the corporation is: To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

FOURTH: The aggregate number of authorized shares is: 200 no-par common.

FIFTH: The corporation will not commence business until at least one thousand dollars have been received by it as consideration for the issuance of shares.

SIXTH: Cumulative voting of shares of stock is authorized.

SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: additional shares or treasury shares will first be offered to existing shareholders in the ratio of shares held to total shares outstanding.

EIGHTH: Provisions for regulating the internal affairs of the corporation are: bylaws, minutes of directors' and stockholders' meetings, and special resolutions.

NINTH: The address of the initial registered office of the corporation is: 1304 SW 160th Avenue, Suite 346, Sunrise, Florida 33326 and the name of its initial registered agent at such address is: Thomas H. Leslie.

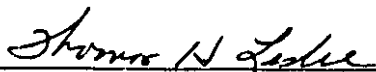
TENTH: Address of the principal place of business is: 1304 SW 160th Avenue, Suite 346, Sunrise, Florida, 33326.

ELEVENTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name:	Address:
Thomas H. Leslie	2533 Golf View Drive Weston, Florida 33327
June M. Leslie	2533 Golf View Drive Weston, Florida 33327

TWELFTH: The name and address of each incorporator is:

Name:	Address:
Thomas H. Leslie	2533 Golf View Drive Weston, Florida 33327
June M. Leslie	2533 Golf View Drive Weston, Florida 33327



Thomas H. Leslie

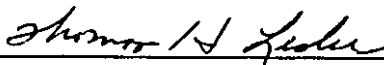


June M. Leslie

Date: November 15, 1996

Registered Agents Statement:

I, Thomas H. Leslie, hereby am familiar with and accept the duties and responsibilities as registered agent for the Carrousel Marketing Company.



Thomas H. Leslie

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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