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January 18, 2000

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399  
Attention: Charter Department

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-01/20/00--01006--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

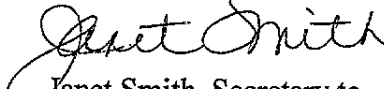
**RE: CAROLINA COMPANY SALES, INC.**

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for **CAROLINA COMPANY SALES, INC.** Please certify the copy and return to the undersigned. Also, enclosed is a check in the amount of \$78.75, to cover the filing fee, designation of Registered Agent, and Certified Copy.

Please contact our office, at the above number, if you need additional information.

Respectfully yours,

  
Janet Smith, Secretary to  
Ron T. Mackail  
For the Firm

/jms

Enclosures

**FILED**  
00 JAN 20 PM 5:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CAROLINA COMPANY SALES, INC.**

**FILED**  
00 JAN 20 PM 5:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the Florida Statute 607, do hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of this corporation shall be: Carolina Company Sales, Inc.

**ARTICLE TWO**

The purpose for which this corporation is formed is to engage in wholesale/sales. In addition to the above mentioned purpose, the corporation shall have the power to engage in any other business or activity permitted under the laws of the United States and the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be 500 shares of common stock with \$1.00 par value. The consideration to be paid for each share of stock shall be \$1.00 in money, property or services, or as fixed by the Board of Directors. The proceeds of the stock subscribed for shall be the amount necessary to begin the business of the corporation at the time the stock certificates are issued and the corporation otherwise activated.

## **ARTICLE FOUR**

The amount of capital with which this corporation shall begin business is \$100.00

## **ARTICLE FIVE**

This corporation shall have perpetual existence.

## **ARTICLE SIX**

The principal office of this corporation is located at:

18292 Flagship Circle  
Jupiter, FL 33458

The Board of Directors shall have the power to establish branch offices and places of business of this corporation at any place in the State of Florida, or any other state, territory of district of the United States, or in any foreign country, as they deem necessary for the best interest of the corporation. Pursuant to Florida Statutes, the following person is designated as the Registered Agent to accept service of process on behalf of the corporation:

Barry Price

The following address is designated as the registered office for this corporation:

18292 Flagship Circle  
Jupiter, FL 33458

## **ARTICLE SEVEN**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value therefore are as follows:

Barry Price  
18292 Flagship Circle  
Jupiter, FL 33458  
50 Shares

Marc S. Watcke  
3693 Moonbay Circle  
Wellington, FL 33414  
50 Shares

## **ARTICLE EIGHT**

There shall be two Directors initially. The name and post office address of the first Officer and Director of the corporation, who shall hold office for the first year of the corporation's existence or until his/her successors have been elected and qualified are as follows:

President	Barry Price 18292 Flagship Circle Jupiter, FL 33458
Vice President	Marc S. Watcke 3693 Moonbay Circle Wellington, FL 33414
Treasurer	Marc S. Watcke
Secretary	Barry Price

## **ARTICLE NINE**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed in Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

## **ARTICLE TEN**

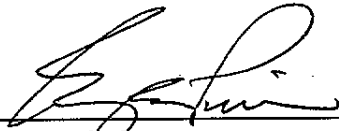
All of the subscribers to these Articles of Incorporation are over the age of 18 years, are sui juris and citizens of the United States, Stock certificates issued by this corporation shall be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the President and attested by the Secretary, who shall affix the corporate seal thereon.


## ARTICLE ELEVEN

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation and this corporation shall have all of the rights and powers that are expressly stated under Florida Statutes and laws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 17<sup>th</sup> day of

January, 2000

  
Subscriber - Barry Price

  
Registered Agent - Barry Price

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

**FILED**  
00 JAN 20 PM 5:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA