

CORPORATION(S) NAME

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E Marine Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

of

CAROLE DONOHOO INC.

We, the undersigned, have executed the following document as incorporator of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CAROLE DONOHOO INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing of the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL PRINCIPAL OFFICE AN AGENT

The street address of the initial principal office of this corporation is 1190 Sugar Sands Blvd., #512 Singer Island, FL 33404 (561) 844-4523, and the name of the initial registered agent of this corporation at that address is CAROLE DONONHOO.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses for the initial Board of Director(s) of this corporation are:

Name:

CAROLE DONOHOO

Title:

PRESIDENT

Address:

1190 SUGAR SANDS BLVD #512

SINGER ISLAND FL 33404

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

Name:

CAROLE DONOHOO

Address:

1190 SUGAR SANDS BLVD. #512

SINGER ISLAND FL 33404

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the

shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this $O(\Psi)$, day of FEBRUARY 2000.

CAROLE DONOHOO, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CAROLE DONOHOO, who proved to me by identification that he is the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State of Florida and County of Palm Beach FL aforesaid, this the day of February 2000. My commission expires November 29, 2001.

(Seal)

JIN Barbara Levy

Ny Commission CC697057

Expires November 29, 2001

Notary Public

State of Florida at Large

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

FIRST THAT CAROLE DONOHOO INC. DESIRING TO ORGANIZE OR

QUALIFY UNDER THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF

BUSINESS AT 1190 SUGAR SANDS BLVD. #512 SINGER ISLAND FL 33404

(561)844-4353, HAS NAMED CAROLE DONOHOO OF 1190 SUGAR SANDS BLVD #512

SINGER ISLAND FLORIDA 33404, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

CAROLE DONOHOO

DATE: FEBRUARY 9th, 2000