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RH BOOKKEEPING SERVICES, INC.
7710 BLAIRWOOD CIRCLE SOUTH
LAKE WORTH, FL. 33467
561-642-1409/ FAX:561-439-7558

FEBRUARY 15, 2000

SECRETARY OF STATE
CORPORATIONS OF RECORDS BUREAU
DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-02/24/00--01047-014
*****78.75 *****78.75

TO WHOM IT MAY CONCERN

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION FOR CARTER'S CONCEPTS,, INC. ALSO ENCLOSED IS A
CHECK IN THE AMOUNT OF \$78.75 FOR THE FILING FEE AND A CERTIFICATE.

IF THERE ARE ANY QUESTIONS REGARDING THIS CORPORATION, PLEASE ADVISE.
THANKING YOU IN ADVANCE, I REMAIN...

SINCERELY


BARBARA J. LEVINE
PRESIDENT

BJL
ENC.

FILED
00 FEB 24 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.C.
3-1-00

ARTICLES OF INCORPORATION
OF
CARTER'S CONCEPTS, INC.

FILED
00 FEB 24 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a person Competent to contract, hereby associate myself for the purpose of becoming a corporation under the law of the State of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be CARTER'S CONCEPTS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, of \$1.00 Par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (100.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address in the State of the principal office of the corporation shall be:

5963 ELMHURST RD
WEST PALM BEACH, FL. 33417

The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to transact business in any other place or places, both within and without the State of Florida, and throughout the world. The annual meeting of stockholders shall be held at the place designated by The Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have two Director(s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial Directors of the Corporation is:

DANIEL P. CARTER
5963 ELMHURST RD
WEST PALM BEACH, FL. 33417

ARTICLE VIII – INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

DANIEL P. CARTER
5963 ELMHURST RD
WEST PALM BEACH, FL. 33417

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X – AMENDMENT

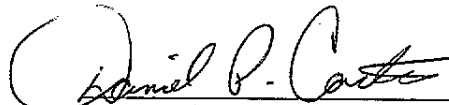
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI – SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII- REGISTERED AGENT


I hereby accept the provisions of these Articles of Incorporation as registered agent. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DANIEL P. CARTER
5963 ELMHURST RD.
WEST PALM BEACH, FL.

In witness whereof, the undersigned, as subscribing incorporator, has hereunto set his Hand and seal this sixteenth day of February, 2000 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files, in the Office of the Secretary of the State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.


DANIEL P. CARTER
PRESIDENT

SWORN TO AND SUBSCRIBED BEFORE ME
THIS SIXTEENTH DAY OF FEBRUARY, 2000


Notary Public, State of Florida



Barbara J. Levine
MY COMMISSION # CC824687 EXPIRES
May 16, 2003
BONDED THRU TROY FAWN INSURANCE, INC.

FILED
00 FEB 24 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA