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FILED

00 MAR 17 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REPLY TO:

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MIAMI

March 10, 2000

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

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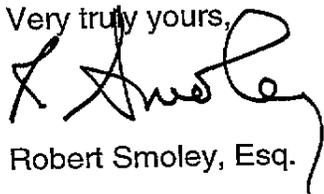
Re: New filing for corporation

Dear Department Representative:

Enclosed is an original Articles of Incorporation for Caron Holdings, Inc., together with the filing fee of \$78.75.

Should you have any questions regarding the above, please do not hesitate to contact me at any time.

Very truly yours,



Robert Smoley, Esq.

CC.
3-23-00

**ARTICLES OF INCORPORATION
OF
CARON HOLDINGS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

CARON HOLDINGS, INC.

The address of the principal office of this corporation shall be 19495 Biscayne Boulevard, Suite 408, Aventura, Florida 33180, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

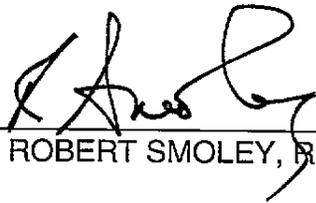
The street address of the initial registered office of the corporation shall be 19495 Biscayne Boulevard, Suite 408, Aventura, Florida 33180 and the name and address of the initial registered agent of the corporation is Robert Smoley, Esq.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of said Act relative to keeping open said office.


ROBERT SMOLEY, Registered Agent

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00 MAR 17 AM 11:08
SUPERIOR COURT OF THE STATE
OF FLORIDA
TALLAHASSEE, FLORIDA