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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
05-31-00

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

CAROUSEL HOMES INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

EFFECTIVE DATE
05-31-00

Article I. Name

The name of this Florida corporation is:
CAROUSEL HOMES INC.

Article II. Address

The Corporation's mailing address is:
CAROUSEL HOMES INC.
3182 Morning Light Way
Kissimmee FL 34744

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Rebecca Rhine
3182 Morning Light Way
Kissimmee FL 34744

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Rebecca Rhine

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article VI. Incorporator

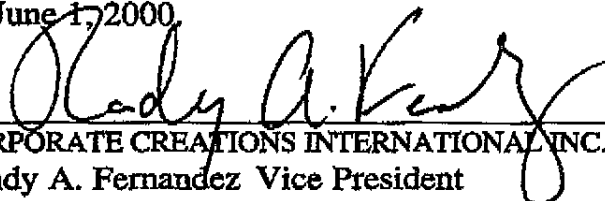
The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 31, 2000.

The undersigned incorporator executed these Articles of Incorporation on June 17, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.
Randy A. Fernandez Vice President

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

**CORPORATION:
CAROUSEL HOMES INC.**

**REGISTERED AGENT/OFFICE:
Rebecca Rhine
3182 Morning Light Way
Kissimmee FL 34744**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


REBECCA RHINE

Date: June 1, 2000

American Incorporators Ltd,
1820 North Market Street, Suite 606
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