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GEORGE TRENN BUSH
CERTIFIED PUBLIC ACCOUNTANT

221 Avenue O., S.W.
Winter Haven, Florida 33880
(863) 401-8866
Fax (863) 401-8503

Member
Florida Institute Of
Certified Public Accountants

Member
American Institute Of
Certified Public Accountants

June 5, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: **H. G. CARTER, INC.**

Gentlemen:

Enclosed are Articles of Incorporation for **H. G. CARTER, INC.** for filing, together with our check in the amount of \$78.75 for filing fee, designation of resident agent, and a certified copy to be returned to me.

Thank you for your assistance.

Sincerely,

George Trenen Bush
George Trenen Bush, CPA

GTB:jad

enclosures

00 JUN - 5 AM 10: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

H. G. CARTER, INC.

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **H. G. CARTER, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 218 Polk City Road, Auburndale, Florida 33823, and the corporate mailing address is at 218 Polk City Road, Auburndale, Florida 33823..

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 221 Avenue O, S.W., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is GEORGE TRENEN BUSH.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

H. G. CARTER

218 Polk City Road
Auburndale, FL 33823

ARTICLE VIII - INCORPORATOR

GEORGE TRENEN BUSH is the person signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

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

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise

exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


GEORGE TRENEN BUSH

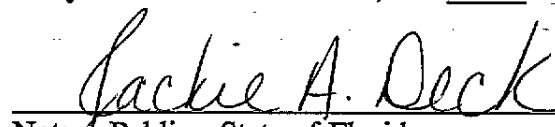
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared GEORGE TRENEN BUSH, who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of H. G. CARTER, INC., and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 31st day of May, 2000.



Jackie A. Deck
MY COMMISSION # CC738280 EXPIRES
May 10, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public - State of Florida
My Commission Expires:
My Commission No.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **H. G. CARTER, INC.**, desiring to organize under the laws of the State of Florida, has named **GEORGE TRENEN BUSH**, of 221 Avenue O, S.W., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

Registered Agent,



GEORGE TRENEN BUSH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA