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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

CAROL INN INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF**

CAROL INN INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is

CAROL INN INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

7000 West Palmetto Park Road
Suite 200
Boca Raton, Florida 33433

Prepared by:
Steven Garellek, Esq.
Law Offices of Steven Garellek, P.A.
7000 W. Palmetto Park Rd., Suite 200
Boca Raton, Florida 33433
Fla. Bar No. 0962480
Tel. (561) 391-3344

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ARTICLE III
CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 7000 West Palmetto Park Road, Suite 200, Boca Raton, Florida 33433. The initial registered agent for the Corporation at that address shall be Steven Garellek.

ARTICLE V
INCORPORATOR

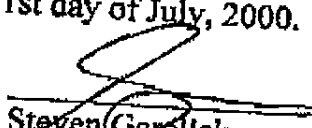
The name and street address of the person signing these Articles of Incorporation are:

NameAddress

Steven Garellek

7000 W Palmetto Park Road
Suite 200
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of July, 2000.


Steven Garellek

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for CAROL INN INC., at the place designated in the Articles of Incorporation, 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 and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: July 21, 2000


STEVEN GARELLEK

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