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FILED  
00 SEP 25 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 22, 2000

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

800003403648--5  
-09/25/00-01150-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Carolyn Spring Holdings, Inc.

Gentlemen:

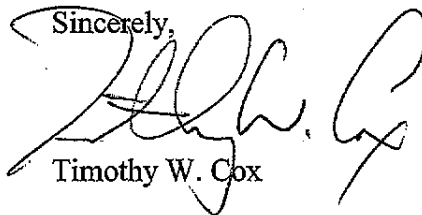
Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$78.75, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Filing Fee	<u>\$ 35.00</u>
	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,

  
Timothy W. Cox

enc: Check  
Articles in duplicate

Seb  
9/26

**ARTICLES OF INCORPORATION**  
**OF**  
**CAROLYN SPRING HOLDINGS, INC.**

**FILED**  
**00 SEP 25 PM 4: 38**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this corporation is Carolyn Spring Holdings, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date these articles are filed with the State of Florida.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - 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".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this corporation is Carolyn Spring, 1901 Maplewood Drive, West Palm Beach, FL 33415.

**ARTICLE VI-INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 1901 Maplewood Drive, West Palm Beach, FL 33415.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Carolyn Spring	1901 Maplewood Drive West Palm Beach, FL 33415

## **ARTICLE VIII - BY-LAWS**

The by-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

## **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is Carolyn Spring, 1901 Maplewood Drive, West Palm Beach, FL 33415.

## **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

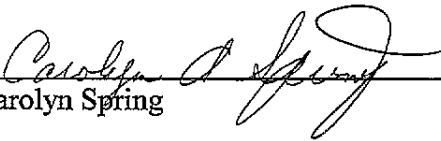
**ARTICLE XII - AFFILIATED TRANSACTIONS**

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes.

**ARTICLE XIII - CONTROL-SHARE ACQUISITIONS**

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22<sup>nd</sup> day of September, 2000.

  
\_\_\_\_\_  
Carolyn Spring

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 22<sup>nd</sup> DAY OF SEPTEMBER, 2000.

  
CAROLYN SPRING

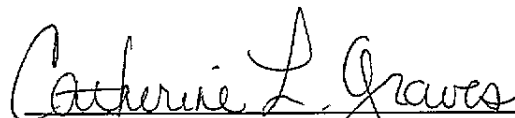
STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a Notary Public authorized in the State and County set forth above, personally appeared CAROLYN SPRING, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Carolyn Spring Holdings, Inc., and she acknowledged before me that she executed those Articles of Incorporation. FL. Dr. Lic # S165-101-42-930-0

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22<sup>nd</sup> day of September, 2000.



"OFFICIAL SEAL"  
Catherine L. Graves  
My Commission Expires 11/7/2000  
Commission #CC 599918

  
Notary Public, State of Florida at Large

My Commission Expires: