

Postic & Babb

Counselors and Attorneys at Law
A Limited Liability Company

LIONEL J. POSTIC, P.C.

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Offices Located In
Georgia
North Carolina
Virginia



P000000095038

October 5, 2000 .

VIA FEDERAL EXPRESS

Ms. Bobbie Cox
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Carney Brothers, Inc.

Dear Ms. Cox:

Enclosed are several copies of the Articles of Incorporation of Carney Brothers, Inc., and a check in the amount of Seventy-eight and 75/100 Dollars (\$78.75). I have directed these new articles to you because the Certificate of Designation of Registered Agent/ Registered Office will be arriving under separate cover from Mr. Daniel Carney, and I have asked him to direct that letter to you also.

Please return stamped, filed copies of the Articles in the enclosed Federal Express envelope.

Very truly yours,

A handwritten signature in cursive script, reading "Lionel J. Postic".
Lionel J. Postic

Cc: Sean Carney

FILED
2000 OCT -9 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
CARNEY BROTHERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of the corporation is "Carney Brothers, Inc."

Article II

The corporation has the authority to issue not more than one million shares of common stock that together have unlimited voting rights and that together are entitled to receive the net assets of the corporation upon dissolution. The stock will have par value. The stockholders shall have preemptive rights.

Article III

The initial registered office of the corporation is 6913 Harney Road, Tampa, Florida 33617. The initial registered agent at that address is Daniel Carney.

Article IV

The name and address of the Incorporator is Lionel J. Postic, Postic & Babb, Counselors And Attorneys At Law, A Limited Liability Company, 707 Whitlock Avenue, Whitlock Park Center, Suite D-31, Marietta, Georgia 30064.

Article V

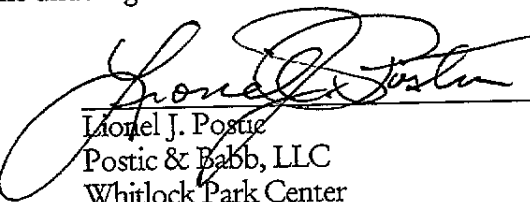
The mailing address of the initial principal office of the corporation is P.O. Box 7396, Tampa, Florida 33673.

Article VI

The corporation shall be entitled to engage in any lawful business.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 5th day of October 2000.


Lionel J. Postic
Postic & Babb, LLC
Whitlock Park Center
707 Whitlock Avenue, Suite D-31
Marietta, Georgia 30064-3046
Incorporator

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

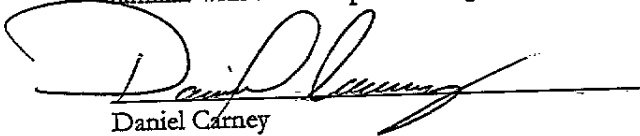
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

THE NAME OF THE CORPORATION IS CARNEY BROTHERS, INC.

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**DANIEL CARNEY
6913 HARNEY ROAD
TAMPA, FLORIDA 33617**

Having been named as registered agent and to accept service of process for the above stated corporation stated corporation at the office designated in this certificate, 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.



Daniel Carney

October 5, 2000

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TALLAHASSEE, FLORIDA