

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000112649

Caravelle Properties, Inc.

600003491956--7
-12/08/00--01047--027
*****78.75 *****78.75

Signature _____

Requested by: SR

Name _____

Date 12/8/00

Time 10:13

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -8 AM 11:44

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -8 AM 10:34

RECEIVED

SLATH DEC 08 2000

ARTICLES OF INCORPORATION
OF
CARAVELLE PROPERTIES, INC.

ARTICLE I

NAME

The name of this corporation is: CARAVELLE PROPERTIES, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real

FILED
00 DEC -8 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire,

own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$.001.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 165 East Palmetto Park Road, Boca Raton, Florida 33432. The registered office of this corporation is:

165 East Palmetto Park Road, Boca Raton, Florida 33432.

The name of the initial registered agent of this corporation at that address is: DEBORAH A. CARMAN.

ARTICLE VII

DIRECTORS

This corporation shall initially have one (1) director.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is:

DONALD WOODRUFF
22660 Caravelle Circle
Boca Raton, Florida 33433

ARTICLE VIII

INCORPORATOR

The name of the incorporator is:

DEBORAH A. CARMAN
165 East Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

DONALD WOODRUFF President
22660 Caravelle Circle
Boca Raton, Florida 33433

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence
on:


Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any
provisions contained in this Articles of Incorporation, to any
amendment hereto, and any rights conferred upon the stockholders
are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 6th
day of December, A.D., 2000.

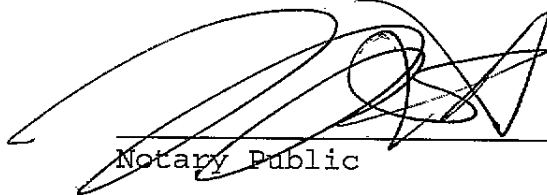

INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

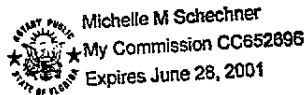
On this 10th day of December, A.D., 2000,
before me, a Notary Public for the State of Florida the under-
signed officer personally appeared DEBORAH A. CARMAN, known to me
to be the person whose name is subscribed to in the within
instrument, and acknowledges he executed the same for the purposes
therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

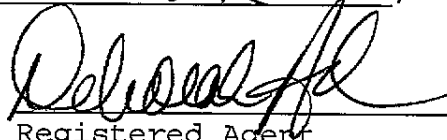
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 6th day of December, 2000.



Registered Agent
DEBORAH A. CARMAN

FILED
00 DEC -8 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA