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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 17 AM 9:49

LaDonna J. Cody, P.A.
Attorney at Law

William J. Hudson, P.A.
Attorney at Law

January 16, 2001

Secretary of State
Division of Corporations
Firestone Bldg.
49 East Gaines St.
Tallahassee, Florida 32399

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

RE: CARANO, INC.

To Whom It May Concern:

I am also enclosing herewith an original and one copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

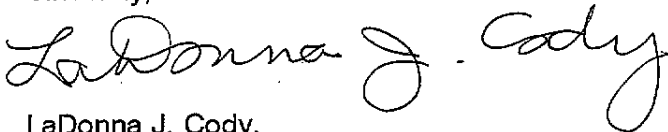
File fee, Certified copy, and Registered Agent fee

Total \$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If you have any questions or comments, please contact me.

Sincerely,



LaDonna J. Cody,
Attorney

LJC/jhc
encls.

ep
1/19/01

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

01 JAN 17 AM 9:49

CARANO, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be **CARANO, INC.**

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 7500 shares of Section 1244 common stock at One Dollar (\$1.00) par value.

ARTICLE V

The name and address of the initial registered agent and office of this corporation are as follows:

Initial Office Address:
12661 New Brittany Blvd.
Fort Myers, Florida 33907

Registered Agent and
address of Registered Office:
LaDonna J. Cody
12661 New Brittany Blvd.
Fort Myers, Florida 33907

ARTICLE VI

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

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

Joseph Giuliano
15337 Hwy 301
Dade City, Florida 33523

George Wayne Carter
27143 Frampton Ave.
Brooksville, Florida 34602

LaDonna J. Cody
12661 New Brittany Blvd.
Fort Myers, Florida 33907

ARTICLE VII

The initial officers of this corporation shall be President, Secretary and Treasurer, as follows:

President: Joseph Giuliano
15337 Hwy 301
Dade City, Florida 33523

Vice-President: George Wayne Carter
27143 Frampton Ave.
Brooksville, Florida 34602

Secretary: LaDonna J. Cody
12661 New Brittany Blvd.
Fort Myers, Florida 33907

Treasurer: Vicki Oliver
14250 20th Street
Dade City, Florida 33523

ARTICLE VIII

The name and address of the person signing these Articles of

Incorporation as incorporator is:

LaDonna J. Cody
12661 New Brittany Blvd.
Fort Myers, Florida 33907

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this **16th** day of **January, 2001**.

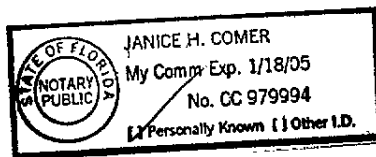
LaDonna J. Cody
LaDonna J. Cody

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared LaDonna J. Cody, to me known to be the person described as subscriber in CARANO, INC., and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this **16th** day of **January, 2001**.

Janice H. Comer
Notary Public, State of Florida
My Commission Expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE
AND REGISTERED AGENT

The undersigned subscriber of CARANO, INC. hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

LaDonna J. Cody
12661 New Brittany Blvd.
Fort Myers, Florida 33907

LaDonna J. Cody (SEAL)
LaDonna J. Cody

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ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of CARANO, INC.

DATED this 16th day of January, 2001.

LaDonna J. Cody (SEAL)
LaDonna J. Cody

This Instrument Was Prepared By:
LaDonna J. Cody
CODY & HUDSON
Attorneys at Law
12661 New Brittany Blvd.
Fort Myers, Florida 33907
(941) 939-6161