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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 21, 2001

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*****70.00 *****70.00

Florida Secretary of State
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32302-1500

Re: The Carothers Company

Ladies and Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced company, together with our client's check in the amount of \$70.00 for the filing fee.

If you have any questions, please do not hesitate to call me.

Sincerely,


Amy Recchio
Legal Assistant

AWR/awr
Enclosures

F. G. HESSEN APR 3 2001

**ARTICLES OF INCORPORATION OF
THE CAROTHERS COMPANY**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **THE CAROTHERS COMPANY.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 3603 South Hesperides Drive, Tampa, Florida 33629.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

C. Graham Carothers, Jr.

3603 South Hesperides Drive
Tampa, Florida 33629

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and until his successor has been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

C. Graham Carothers, Jr.

3603 South Hesperides Drive
Tampa, Florida 33629

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Name

Address

C. Graham Carothers, Jr.

3603 South Hesperides Drive
Tampa, Florida 33629

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of March, 2001.


C. Graham Carothers, Jr., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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.

1. The name of the corporation is The Carothers Company.
2. The name and address of the registered agent and office are:

C. Graham Carothers, Jr.
3603 South Hesperides Drive
Tampa, Florida 33629

SIGNATURE: C. Graham Carothers, Jr.
TITLE: C. Graham Carothers, Jr., Incorporator

DATE: March 21, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: C. Graham Carothers, Jr.
C. Graham Carothers, Jr., Registered Agent

DATE: March 21, 2001