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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

carrie-rose, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CARRIE-ROSE, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

CARRIE-ROSE, INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION A:

ANY LEGAL BUSINESS

SECTION B:

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent of factor.

SECTION C:

In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

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Prepared by:
Toni H. Alam, C.P.A.
6915 Red Road, Ste 220
Coral Gables, Fl 33143
Phone: (305) 663-6200

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SECTION D:

To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

SECTION E:

Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into 1,000 shares of stock of the par value of \$1.00 per share, all of one class, namely, Common Stock. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than One Thousand dollars (\$1,000.00)

ARTICLE V

The principal place of business of the Corporation shall be at 7340 S.W. 166 Street, Miami, FL 33157, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Directors, the exact number of Directors to be fixed by the By-Laws of this Corporation.

ARTICLE VIII

The name and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified are:

Leslie E. Menocal
7340 S.W. 166 Street
Miami , FL 33157

The offices to be held by the above named Director are as follows:

Leslie E. Menocal, President

The initial registered agent of the Corporation at the initial registered office of this Corporation will be:

Leslie E. Menocal
7340 S.W. 166 Street
Miami , FL 33157

ARTICLE IX

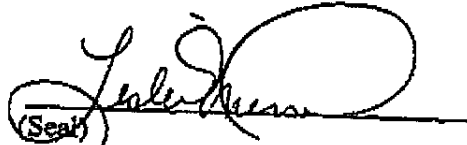
The names and addresses of the incorporators are:

Leslie E. Menocal
7340 S.W. 166 Street
Miami , FL 33157

ARTICLE X

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge to be filed in the office of the Secretary of State the foregoing Articles of Incorporation. this 7th. day of May, 2001.



(Seal)
Leslie E. Menocal
7340 S.W. 166 Street
Miami, FL 33157

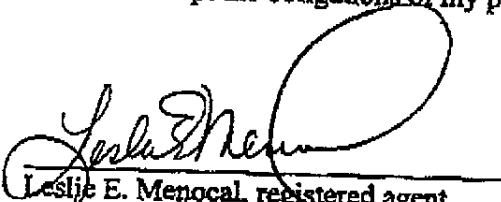
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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

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.

First that CARRIE-ROSE, INC. desiring to organize under the laws of the state of FLORIDA with its principal, office, as indicated in the articles of incorporation has named Leslie E. Menocal at 7340 S.W. 166 Street, Miami, FL 33157, as its agent to accept service of process within this state.

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 agree to 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.


Leslie E. Menocal, registered agent

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