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To:

Division of Corporations
Fax Number : (850) 203-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

CAROTHERS INVESTMENTS, INC.

Certificate of Status	0
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Page Count	03 (4)
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CAROTHERS INVESTMENTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAROTHERS INVESTMENTS, INC.

The address of the principal office of this corporation shall be 7350 Tamiami Trail, #171, Sarasota, Florida 34231, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3859 Bee Ridge Road, Suite 101, Sarasota, Florida 34233, and the name of the initial registered agent of the corporation at that address is Ronald M. Cherp.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Kirk Carothers
Director

7350 Tamiami Trail, #171
Sarasota, FL 34231

Sheila Carothers
Director

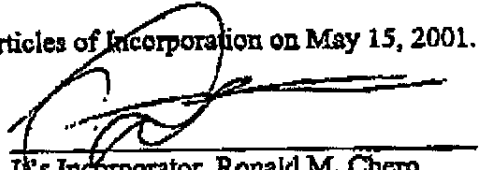
7350 Tamiami Trail, #171
Sarasota, FL 34231

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Ronald M. Cherp, CPA
3859 Bee Ridge Road, Suite 101
Sarasota, FL 34233

The undersigned incorporator has executed these Articles of Incorporation on May 15, 2001.


Its Incorporator, Ronald M. Cherp

ARTICLES OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

RONALD M. CHERP, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CAROTHERS INVESTMENTS, INC.

RONALD M. CHERP is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Ronald M. Cherp

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