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May 18, 2001

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Secretary of State
Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

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-05/23/01--01048--024
*****78.75 *****78.75

Re: Carol Lee, Inc.

Dear Madame:

Enclosed please find Articles of Incorporation including Acceptance of Registered Agent for the subject corporation and my firm's check in the amount of \$78.75 to cover the following:

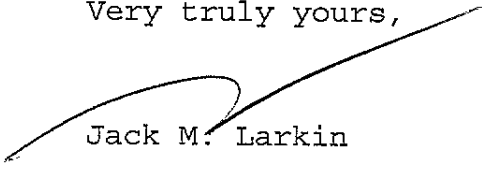
Filing Fee	\$35.00
Registered agent designation	35.00
Certified copy	8.75
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TOTAL	\$ 78.75

FILED
01 MAY 23 AM 9:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The corporation shall begin existence upon filing of Articles of Incorporation.

I would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to me.

Very truly yours,



Jack M. Larkin

JML:ibh

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAROL LEE, INC.

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be: CAROL LEE, INC. and the principal office and mailing address is: 3615 Berger Road, Lutz, FL 33549.

ARTICLE II

CAPITAL STOCK

The total number of shares of capital stock authorized to be used by the corporation shall be one hundred (100) shares all of one class having a par value of One Dollar (\$1.00) per share. Each of said shares of stock shall be identical with each other in every respect and the holders of the stock shall be entitled to one vote for each share on all matters on which stockholders have the right to vote.

ARTICLE III

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one the name and address of the person who is to serve as the member thereof is as follows:

Carol Lee Hatjioannou
3615 Berger Road
Lutz, Florida 33549

ARTICLE IV

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Carol Lee Hatjioannou
3615 Berger Road
Lutz, Florida 33549

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

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

Carol Lee Hatjioannou
3615 Berger Road
Lutz, Florida 33549

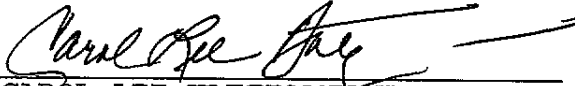
ARTICLE VI

PREEMPTIVE RIGHTS

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 he holds at the time of issue bears to the total 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 shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.




CAROL LEE HATJIOANNOU
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process CAROL LEE, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 5/21/01



CAROL LEE HATJIOANNOU

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA