

PO1000065606

WILSON'S TAX SERVICE, INC.

April 30, 2001

S & P CARROLL ENTERPRISES, INC.

400004451874--0
-06/29/01--01062--003
*****70.00 *****70.00

DEAR CLIENT:

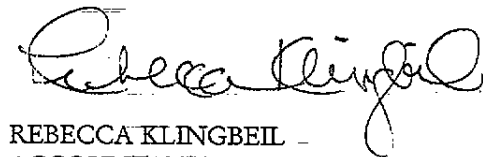
PLEASE FIND ATTACHED TWO (2) COPIES OF YOUR INCORPORATION PAPERS THAT ALL INCORPORATORS SHOULD SIGN AND MAIL IN THE PRE-ADDRESSED ENVELOPE PROVIDED

SEND A CHECK FOR \$70.00 MADE PAYABLE TO SECRETARY OF STATE.

IT WILL TAKE BETWEEN FIVE (5) AND TWENTY (20) DAYS TO RECEIVE THE ONE (1) COPY OF YOUR PAPERS BACK WITH A COVER LETTER FROM THE STATE INFORMING YOU THAT YOUR CORPORATION PAPERS HAVE BEEN LAWFULLY FILED. THIS LETTER ALSO INCLUDES THE ISSUANCE OF A DOCUMENT NUMBER TO BE KEPT IN YOUR RECORDS.

WHEN YOU RECEIVE YOUR RECORDS FROM THE STATE BE SURE TO CALL US AND SET UP AN APPOINTMENT FOR US TO COMPLETE THE ADDITIONAL NECESSARY PAPERWORK. THIS PAPERWORK IS EXTREMELY IMPORTANT AND MUST BE COMPLETED BEFORE YOU CAN BEGIN OPERATING AS A LEGAL CORPORATION. THIS APPOINTMENT SHOULD BE SET UP WITH JESSE WILSON, DIANA LEBEAU, OR REBECCA KLINGBEIL. YOU SHOULD NOT SET UP A CORPORATE CHECKING ACCOUNT UNTIL YOU HAVE MET WITH ONE OF THE ABOVE NAMED PERSONS AND COMPLETED THE ADDITIONAL PAPERWORK.

SINCERELY,



REBECCA KLINGBEIL
ACCOUNTANT

FILED
01 JUN 29 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jerry **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT Effective Date
DATE 7/3/01
DOC. EXAM D. White

FILED

01 JUN 29 PM 12:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

S & P CARROLL ENTERPRISES, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS S & P CARROLL ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE JULY 01, 2001.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 1691 RUSSELL ROAD, MIDDLEBURG, FLORIDA 32068; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 2895 BRIARPATCH, MIDDLEBURG, FLORIDA 32068; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS STEPHEN L. CARROLL. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF PERSONS SIGNING THESE ARTICLES IS:

STEPHEN L. CARROLL

1691 RUSSELL ROAD

MIDDLEBURG, FLORIDA 32068

PAMELA S. CARROLL

1691 RUSSELL ROAD

MIDDLEBURG, FLORIDA 32068

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF
DIRECTORS OF THIS CORPORATION ARE:

- ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

PRESIDENT: STEPHEN L. CARROLL
1691 RUSSELL ROAD
MIDDLEBURG, FLORIDA 32068

VICE-PRESIDENT: PAMELA S. CARROLL

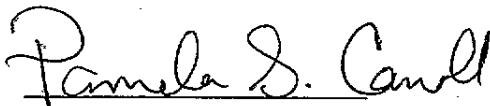
1691 RUSSELL ROAD

MIDDLEBURG, FLORIDA 32068

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON MAY 28, 2001.

Handwritten signature of Pamela S. Carroll in cursive script.

PAMELA S. CARROLL

Handwritten signature of Stephen L. Carroll in cursive script.

STEPHEN L. CARROLL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT **S & P CARROLL ENTERPRISES, INC** DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE, AS-INDICATED IN THE ARTICLES OF
INCORPORATION AT THE CITY OF MIDDLEBURG, FL HAS NAMED:

STEPHEN L. CARROLL

LOCATED AT:

1691 RUSSELL ROAD
MIDDLEBURG, FLORIDA 32068

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.



STEPHEN L. CARROLL

FILED
01 JUN 29 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA