

PO1000066515

CARLCO, INC.
109 Naugatuck Drive
Jacksonville, Florida 32225

EFFECTIVE DATE

6-29-01

FILED

01 JUL -2 AM11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: CARLCO, INC.

900004456849--2
-07/02/01--01119--017
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with an acknowledgment of its filing via a certified copy to be mailed to our offices.

You will note that Article 5 of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Enclosed is my check payable to the Secretary of State - Division of Corporations in the amount of \$78.75 which is in payment of the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording of this corporation, I remain,

Sincerely,

Carl M. Rose / Rose
Carl M. Rose

Encl: Articles of Incorporation
Check for Filing Fee

D. BROWN JUL - 6 2001

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARLCO, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is: Carlco, Inc.
and its address is 109 Naugatuck Drive, Jacksonville, Florida 32225.

ARTICLE 2. DURATION: This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation is organized are the following:

A. To engage in and transact business and for which corporations may be incorporated under the Florida General Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable for the purpose of transacting any and all lawful business.

ARTICLE 4. CAPITAL STOCK: The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 109 Naugatuck Drive, Jacksonville, Florida 32225, and the name of its initial Registered Agent at that address is Carl M. Rose.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors are two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the initial Directors of the Corporation is as follows:

**Carl M. Rose
109 Naugatuck Drive
Jacksonville, Florida 32225**

**Tracy A. Rose
109 Naugatuck Drive
Jacksonville, Florida 32225**

ARTICLE 7. INCORPORATORS:

Incorporated are the following:

**Carl M. Rose
109 Naugatuck Drive
Jacksonville, Florida 32225**

ARTICLE 8. BY-LAW AMENDMENT: The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE 9. INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 10. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

ARTICLE 12. PRE-EMPTIVE 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 share 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 share 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 right. This 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.

ARTICLE 13. MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

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.

ARTICLE 14. OFFICERS: The Officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

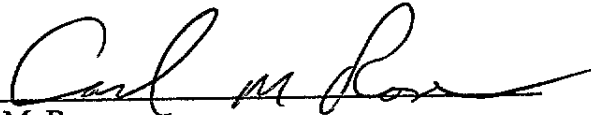
**Carl M. Rose
109 Naugatuck Drive
Jacksonville, Florida 3222**

President / Treasurer

**Tracy A. Rose
109 Naugatuck Drive
Jacksonville, Florida 32225**

Vice-President/Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this the 29 day of June, 2001.


Carl M. Rose FDL R200 13365241-0

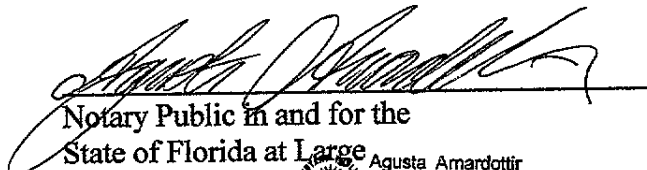
STATE OF FLORIDA

ss:

COUNTY OF DUVAL:

Before me, the undersigned authority, personally appeared Carl M. Rose, to me known to
be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and
before me that he executed such instrument.

WITNESS my hand and seal this the 29 day of June, 2001.


Notary Public in and for the
State of Florida at Large
Agusta Amardottir
My Commission CC740882
Expires May 10, 2002

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

FILED
01 JUL -2 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION
THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

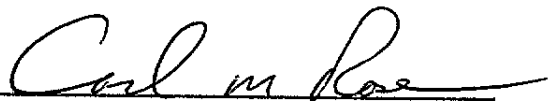
1. The name of the Corporation is:

CARLCO, INC.

2. The name and address of the Registered Agent and Office is:


**Carl M. Rose
109 Naugatuck Drive
Jacksonville, Florida 32225**

Having been named as Registered Agent and to accept service of process for the above
stated corporation at the place designated in this certificate, The Individual herein identified
hereby accepts the appointment as Registered Agent and agrees to comply with the provisions of
all statutes relating to the proper and complete performance of its duties, and is familiar with and
will accept the obligations of its position as Registered Agent.




Carl M. Rose FLDL R 200-133-65-241-0
Registered Agent

SWORN TO BEFORE ME and subscribed in my presence this the 29th day of
June, 2001.



Notary Public
My Commission Expires:

 Agusta Amardottir
★ My Commission CC740882
Expires May 10, 2002