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WILLIAM N. ASMA, P.A.

886 SOUTH DILLARD STREET
WINTER GARDEN, FL 34787
407 656-5750
FAX: 407 656-0486

May 10, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

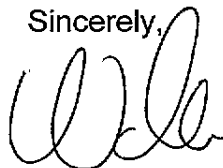
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02 MAY 16 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: ARTICLES OF INCORPORATION/FILING

Dear Madam Clerk:

Enclosed please find articles of incorporation for filing. I have enclosed a filing fee in the amount of \$78.75 for the filing of this corporation. Please forward to this office the certified copy of the articles once incorporation has occurred. If you have any questions, please feel free to call.

Sincerely,



William N. Asma

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**ARTICLES OF INCORPORATION OF
BUDGET CARTS, INC.**

02 MAY 16 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I- NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be Budget Carts, Inc. The address of the corporation shall be 10734 Lake Minneola Shores, Clermont, FL 34711.

ARTICLE II-TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III-NATURE OF BUSINESS

This corporation may engage or transact in any or 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 IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this corporation in the state of Florida will be 886 South Dillard Street, Winter Garden, Florida 34787. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation is William N. Asma, P. A. The Board of Directors may from time to time designate a new registered agent.

ARTICLE-VI-INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be two.
- B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial members of the Board of Directors,

who shall hold office for the first year of existence of this corporation or until his or her successor is either elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Donald J. Hill	10734 Lake Minneola Shores Clermont, FL 34711
Linda J. Hill	10734 Lake Minneola Shores Clermont, FL 34711

ARTICLE VII-INCORPORATOR

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

<u>NAME</u>	<u>STREET ADDRESS</u>
William N. Asma	886 South Dillard St. Winter Garden, FL 34787

ARTICLE VIII-AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director, or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at 886 South Dillard Street, Winter Garden, Florida 34787, this 14 day of May 2002.



William N. Asma

FILED

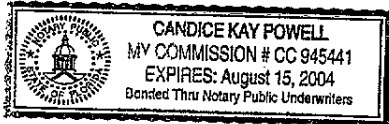
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared William N. Asma to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of May 2002.



Candice Kay Powell
Notary Public
Print Name
My commission Expires:

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.

W. N. Asma
WILLIAM N. ASMA, P.A.
886 South Dillard Street
Winter Garden, FL 34787

Date: 5/14/02