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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Carter's Ventures, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Carter's Ventures, Inc.

Article II. Address

The Corporation's mailing address is:
Carter's Ventures, Inc.
3249 El Camino Real
West Palm Beach FL 33409

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
941 Fourth Street
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Harold B. Carter

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

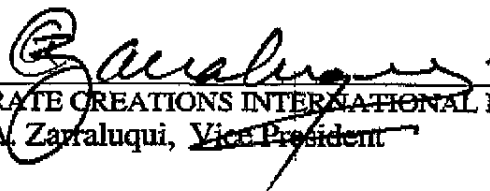
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 15, 2002.

The undersigned incorporator executed these Articles of Incorporation on October 15, 2002.


CORPORATE CREATIONS INTERNATIONAL INC.
Carlos A. Zarraluqui, ~~Vice President~~

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

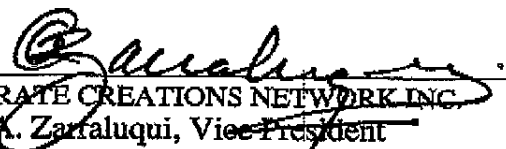
Carter's Ventures, Inc;

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
941 Fourth Street
Miami Beach FL 33139

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC
Carlos A. Zarfaluqui, Vice President

Date: October 15, 2002

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
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