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(Requestor's Name)

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(City/State/Zip/Phone #)

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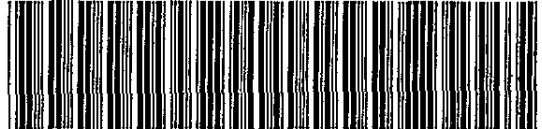
(Business Entity Name)

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**EFFECTIVE DATE**  
5-15-03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY -5 AM 10:41

FILED

**PINELLAS TAX & ACCOUNTING SERVICE INC.**

152 8th Avenue SW

Suite B-1

Largo, Florida 33770

(727) 581-5557

Fax 581-5305

PinTax@TampaBay.fl.com

May 1, 2003

**FLORIDA DEPARTMENT OF STATE**

Division of Corporations

**New Filing Section**

P O Box 6327

Tallahassee FL 32314-6327

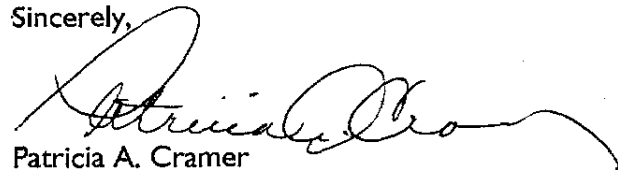
Dear Division of Corporations:

Enclosed is an application for Karel Sales Corporation and check number 50815 for \$87.50 made payable to the Department of State.

Please send me the completed Articles of Incorporation for **KAREL SALES CORPORATION** to my attention at the above address.

If you have any questions regarding this application, please call. Thank you for your anticipated cooperation.

Sincerely,



Patricia A. Cramer  
Client Coordinator

CC: Ms. Karen Elvert

**EFFECTIVE DATE**  
**5-15-03**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION  
OF  
KAREL SALES CORPORATION**

**ARTICLE I. NAME**

The name of the corporation is  
Karel Sales Corporation

**ARTICLE II. COMMENCEMENT AND DURATION**

The Corporation's existence shall commence on May 15, 2003. The Corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

The Corporation is being formed for the purposes of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**One Hundred (100) shares.**

**The shares will be issued in accordance with Code section 1244 of the Internal Revenue Code.**

Prepared by:  
Pinellas Tax & Accounting Service  
152 8<sup>th</sup> Avenue SW  
Suite B-1  
Largo, FL 33770  
Tel. 727-581-5557

#### ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2).  
The number of directors may be increased or decreased from time to time, as provided in  
this corporation's bylaws, but shall never be less than one (1).

#### ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any  
former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS OF THE CORPORATION

The address of the Corporation's initial registered office and Corporation's mailing  
address is:

8740 Seminole Blvd. Suite 110  
Seminole, Florida 33772  
727-398-1090

The name of the individual who shall serve as the Corporation's initial registered agent at  
that address is:

Karen Elvert

#### ARTICLE VIII. INCORPORATOR

The name and address of the Corporation's incorporator is:

Karen Elvert  
8075 112<sup>th</sup> Street N  
Seminole, Florida 33772

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE X. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors.

ARTICLE XI. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

The undersigned has executed these Articles of Incorporation

on this 1 day of MAY, 2003.


A handwritten signature in cursive script, appearing to read "Karen Elvert", written over a horizontal line.

Karen Elvert

FILED  
03 MAY -5 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE**

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Karel Sales Corporation. I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Karel Sales Corporation. I am familiar with and accept the obligations provided for under Florida law.

  
\_\_\_\_\_  
Karen Elvert  
Registered Agent

Dated May 1, 2003