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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.

PAULA CARTER ENTERPRISES, INC.

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ARTICLES OF INCORPORATION
OF
PAULA CARTER ENTERPRISES, INC.

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The undersigned acting as Incorporator & Initial Director of **PAULA CARTER ENTERPRISES, INC.**, under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be **PAULA CARTER ENTERPRISES, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
9895 S.W. 96th Street, Miami, FL 33176.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other

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property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF CORPORATION

The commencement of the Corporation will become effective UPON THE FILING of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 7721 S.W. 62 Avenue, Suite 202, Miami, Florida 33143, and the name of the registered agent of this corporation at that address is Paul R. Sasso, Esquire.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have one initial (1) director. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial director member of the board of directors is:

Paula Sperber Carter
9895 S.W. 96th Street
Miami, FL 33176

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ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR(S)

The name and street address of the incorporator is:

Paula Sperber Carter
9895 S.W. 96th Street
Miami, FL 33176

ARTICLE XI - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not

entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of Dec, 2003.



PAULA SPERBER CARTER
AS INCORPORATOR


STATE OF FLORIDA :
 : ss
 COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Paula Sperber Gironde, who is personally known to me ✓ or who produced a Florida Driver's License, Number: _____ as a form of identification, who executed the foregoing Articles of Incorporation and acknowledged before me that she executed these Articles of Incorporation and that the contents therein are known to be true to the best of her knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
 in the State and County aforesaid this 4 day of Dec, 2003.

[Signature]
 NOTARY PUBLIC, State of Florida at Large

Paula Sperber
 PRINT NAME

 My Commission CC948394
 Expires June 18, 2004

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PAULA CARTER ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Paula Sperber Carter
 9895 S.W. 96th Street
 Miami, FL 33176

SIGNATURE : *Joseph A. Lito*
 TITLE DIRECTOR : *Incumbent / Executive Director*
 DATE : *12/4/03*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE : *Paul R. Sasso*
 PAUL R. SASSO, ESQ.
 DATE : *12/4/03*

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