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FLORIDA PROFIT CORPORATION OR P.A.

CAROUSEL, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation

of

CAROUSEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1: Name. The name of the Corporation is: CAROUSEL, INC

Article 2: Effective Date. Pursuant to section 607.123, Florida Statutes, the effective date of the Corporation shall be February 3, 2004.

Article 3: Duration. The duration of the Corporation is perpetual.

Article 4: Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5: Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100 (One Hundred) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 (One Dollar) per share. The initial Shareholder is: TRACIE AURANDT and she shall retain 100% ownership of the stock.

Article 6: Principal Office, Initial Registered Office and Agent. The street address of the principal office of the Corporation is: 8600 SW OPPOSSUM TRAIL, ARCADIA, FL 34266 and the name of the initial Registered Agent and address is: TRACIE AURANDT, 8600 SW OPPOSSUM TRAIL, ARCADIA, FL 34266.

Article 7: Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased from time to time in accordance with the bylaws but shall never be less than 1 (One). The name and address of the initial director/officer of the corporation is as follows: TRACIE AURANDT, 8600 SW OPPOSSUM TRAIL, ARCADIA, FL 34266.

Article 8: Incorporator. The name and address of the incorporator is: TRACIE AURANDT, 8600 SW OPPOSSUM TRAIL, ARCADIA, FL 34266.

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Article 9: Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, any right conferred upon the shareholders is subject to the reservation.

Article 10: Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11: Bylaws. The power to adopt, amend and repeal Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS THEREOF, the undersigned has signed these Articles of Incorporation on this

3rd day of February, 2004.

Tracie Aurandt
TRACIE AURANDT

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared TRACIE AURANDT, who is known personally or presented ID as follows: _____, who did not take an oath, but did acknowledge that the foregoing Articles of Incorporation were executed for the purposes therein expressed.

Witness my hand and official seal this 3rd day of February, 2004.

Joy A. Schierer
Notary Public Signature



JOY A. SCHIERER
MY COMMISSION # DO 243993
EXPIRES: September 27, 2007
Bonded Thru Gadget Notary Services

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**CERTIFICATE OF DESIGNATION OF
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: CAROUSEL, INC,
2. The name and address of the registered agent and office is: TRACIE AURANDT

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.

Dated this 3rd day of February, 2004.

Tracie Aurandt
TRACIE AURANDT - Signature

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