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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McCarl Enterprises, Inc.

4216 N. Covina Circle

Tampa, Florida 33617

(813) 477-8576

April 1, 2004

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

Re: McCarl Enterprises, Inc.

To whom it may concern:

Enclosed are an original and one (1) copy of the articles of incorporation McCarl Enterprises, Inc. along with our Certificate of Designation Registered Agent/Registered Office. We have also enclosed our check in the amount of \$78.75 for our filing fees.

Sincerely yours,

Frank McCarl
President

ARTICLES OF INCORPORATION

Of

McCarl Enterprises, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

McCarl Enterprises, Inc.

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ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4216 N. Covina Circle
Tampa, Florida 33617

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of business management, and all other related business activities permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Frank McCarl
4216 N. Covina Circle
Tampa, Florida 33617

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The name of the initial director of the corporation is:

Frank McCarl
4216 N. Covina Circle
Tampa, Florida 33617

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Frank McCarl
4216 N. Covina Circle
Tampa, Florida 33617

The undersigned has executed these Articles of Incorporation this 1st day of April, 2004.

 _____ President
Frank McCarl

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

McCarl Enterprises, Inc.

2. The name and address of the registered agent and office is:

Frank McCarl
4216 N. Covina Circle
Tampa, Florida 33617

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.

SIGNED: Frank McCarl

DATE: 4.13.04

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TALLAHASSEE, FLORIDA