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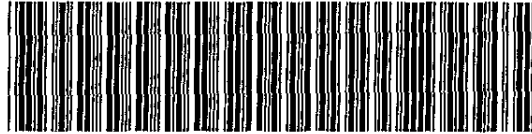
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B

GEORGE TRENEN BUSH CPA & CO., P.A.

CERTIFIED PUBLIC ACCOUNTANT

205 Avenue K, S.E.

Winter Haven, Florida 33880

(863) 401-8866

Fax (863) 401-8503

Member
Florida Institute Of
Certified Public Accountants

Member
American Institute Of
Certified Public Accountants

September 1, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: CARLTON ENTERPRISES OF
HARDEE COUNTY, INC.

Gentlemen:

Enclosed for filing please find Articles of Incorporation for CARLTON ENTERPRISES OF HARDEE COUNTY, INC. together with our check in the amount of \$78.75 for filing fee, designation of resident agent, and a certified copy to be returned to me.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'GTB', is written over the printed name 'GEORGE TRENEN BUSH'.

GEORGE TRENEN BUSH

GTB:rac

enclosures

ARTICLES OF INCORPORATION
OF
CARLTON ENTERPRISES OF HARDEE COUNTY, INC.
EIN # 02-0730086

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is, CARLTON ENTERPRISES OF HARDEE COUNTY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - 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 IV - PRINCIPAL OFFICE

The principal office of this corporation is at 2691 EAST MAIN ST., WAUCHULA, FLORIDA, 33873 and the corporate mailing address is at P.O. BOX 2119, WAUCHULA, FLORIDA ,33873.

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ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 205 Avenue K, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is GEORGE TRENEN BUSH.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have (2) director initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

PRESIDENT - JASON L. CARLTON
565 N. RIDGE AVE.
LAKE ALFRED, FL 33850

VICE PRESIDENT - JAKE L. CARLTON
P.O. BOX 1031
WAUCHULA, FL 33873

ARTICLE VIII - INCORPORATOR

GEORGE TRENEN BUSH is the person signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
JASON L. CARLTON	50
JAKE L. CARLTON	50

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

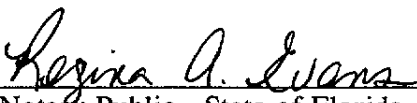


GEORGE TRENE BUSH

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared GEORGE TRENE BUSH, (✓) who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of CARLTON ENTERPRISES OF HARDEE COUNTY, INC., and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 1st day of September, 2004.



Notary Public - State of Florida
My Commission Expires:
My Commission No.



Regina A. Evans
Commission # DD 070064
Expires Nov. 5, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that CARLTON ENTERPRISES OF HARDEE COUNTY, INC., desiring to organize under the laws of the State of Florida, has named GEORGE TRENEN BUSH, 205 Avenue K, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



GEORGE TRENEN BUSH
Registered Agent

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TALLAHASSEE, FLORIDA