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From:

Account Name : ROMAGUERA, BAKER, DAWSON, BRINGARDNER & DIAS, P  
Account Number : I20040000055  
Phone : (561) 472-1077  
Fax Number : (407) 418-1181

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Carter Holdings, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CARTER HOLDINGS, INC.**

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be **Carter Holdings, Inc.**

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the State of Florida is 111 North Orange Avenue, Suite 900, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in the State of Florida. The name of the initial registered agent of the corporation is Stevie E. Baker. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of the corporation are:

**Name****Address**

Stevie E. Baker

111 N. Orange Avenue, Suite 900  
Orlando, Florida 32801

**ARTICLE VII - BOARD OF DIRECTORS**

The corporation shall initially have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of a majority of the shareholders of the corporation but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

**Name****Address**

Jason Carter

516 Poinsettia Avenue  
Lehigh Acres, Florida 33936

**ARTICLE IX - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE X - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 516 Poinsettia Avenue, Lehigh Acres, Florida 33936.

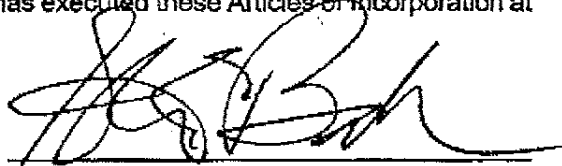
**ARTICLE XI - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE XII - INDEMNIFICATION**


The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 12<sup>th</sup> day of November, 2004.

  
Stevie E. Baker

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, **STEVIE E. BAKER**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By:   
STEVIE E. BAKER

**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 12 day of November, 2004, by **Stevie E. Baker**, as Registered Agent, who is personally known to me.

  
NOTARY PUBLIC



Dawn Birdwell  
MY COMMISSION # DD24515 EXPIRES  
September 2, 2007  
BONDED THROUGH TROY FAIN INSURANCE, INC.