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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-01-2005

C. J. 11/19

November 11, 2004

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of CARTER'S HOMEWORK, INC.

Dear Sir or Madam:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Paralegal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,

Robyn Carter
Robyn Carter

ARTICLES OF INCORPORATION
OF

CARTER'S HOMEWORK, INC.

FILED
04 NOV 15 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-2005

ARTICLE I. NAME

The name of this corporation is
CARTER'S HOMEWORK, INC.

ARTICLE II. DURATION

This corporation shall commence January 1, 2005, and
shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

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

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without

issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2087-A Sarno Rd., Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is ALLEN MILLER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ROBYN CARTER
1660 Whitman Drive
W. Melbourne FL 32904

JAMES CARTER
1660 Whitman Drive
W. Melbourne FL 32904

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2117 S. Babcock Street, Melbourne, Florida 32901, and the mailing address of the corporation is PO Box 249, Melbourne, FL 32901.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

ROBYN CARTER
1660 Whitman Drive
W. Melbourne, FL 32904

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 10th day of November, 2004.

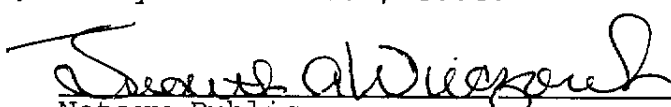


ROBYN CARTER

STATE OF FLORIDA
COUNTY OF BREVARD

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 ROBYN CARTER, known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 10th day of November, 2004.



Notary Public



Judith A. Wieczorek
Commission # DD242503
Expires Aug. 18, 2007
Aaron Notary
1-800-350-5161

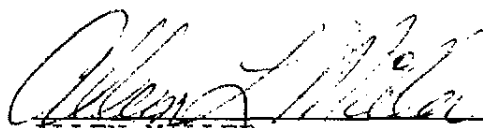
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That CARTER'S HOMEWORK, INC., desiring to organize under
Statutes of the State of Florida, with its principal office
at 2117 S. Babcock Street, Melbourne, Florida 32901, has
named ALLEN MILLER located at 2087 Sarno-A Rd., Melbourne,
Florida 32935, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


ALLEN MILLER
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA