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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

a carter grant company, inc.

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**ARTICLES OF INCORPORATION
OF
A CARTER GRANT COMPANY, INC.**

ARTICLE I. - NAME

The name of the corporation is A CARTER GRANT COMPANY, INC. whose address is 429 Bunkers Cove Road, Panama City, Florida 32401.

ARTICLE II. - PURPOSES

The corporation is being formed for the purpose of engaging in any lawful activity for which corporations may be organized in the State of Florida.

ARTICLE III. - DURATION

The duration of the corporation shall exist perpetually commencing on the date of filing.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is ten thousand (10,000) shares of 1.00 par value. All such shares shall be of a single class, designated as common.

**ARTICLE V. - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRE-EMPTIVE 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 429 Bunkers Cove Road, Panama City, Florida and the name of the initial registered agent of this corporation at that address is Daniel Kirk Carter.

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ARTICLE VIII. - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) 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 two (2). The names and addresses of the initial directors of this corporation are as follows:

Daniel Kirk Carter
429 Bunkers Cove Road
Panama City, FL 32401

Jason Michael Carpenter
2836 East Harrison Avenue
Panama City, FL 32405

Gina Dake Carter
429 Bunkers Cove Road
Panama City, Florida 32401

ARTICLE IX. - INCORPORATION

The names and addresses of the persons signing these Articles are:

Daniel Kirk Carter, and
Gina Dake Carter
429 Bunkers Cove Road
Panama City, FL 32401

Jason Michael Carpenter
2836 East Harrison Avenue
Panama City, FL 32405

ARTICLE X. - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons:

Daniel Kirk Carter
Jason Michael Carpenter

9,000 shares
1,000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation. This Article shall also govern for any additional shares issued to persons other than the initial shareholders named herein.

ARTICLE XII. - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII. - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV. - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV. - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI. - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVII. - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XVIII. - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

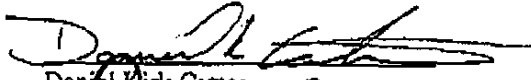
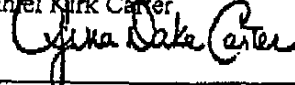
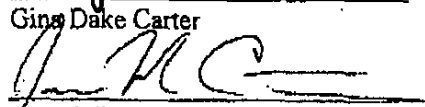
ARTICLE XIX. - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XX. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 13 day of July, 2006.



Daniel Kirk Carter

Gina Dake Carter

Jason Michael Carpenter

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DANIEL KIRK CARTER, GINA DAKE CARTER, and JASON MICHAEL CARPENTER, who are personally known to me to be the persons described in and who executed the foregoing instrument or who produced _____ as identification, and who acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of July, 2006.




Notary Public
Typed Name Beth Ann Dake
My Commission Expires:
Commission No.:

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REGISTERED AGENT ACCEPTANCE

I, Daniel Kirk Carter, am hereby familiar with and accept the duties and responsibilities as Registered Agent for the aforesaid corporation.

Dated this 13th day of July, 2006.


Daniel Kirk Carter

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TALLAHASSEE, FLORIDA

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