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To:

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

From:

Angelica M. Chirn
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
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FLORIDA PROFIT/NON PROFIT CORPORATION

CARAT MERGER CORPORATION, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX AUDIT # H07000052640

**ARTICLES OF INCORPORATION
OF
CARAT MERGER CORPORATION, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Carat Merger Corporation, Inc. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is c/o Andrea Fisher Evans, Esq., Akerman Senterfitt, One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

ARTICLE III

The purpose for which the corporation is organized to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131, and the name of its initial registered agent at such office is American Information Services, Inc.

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ARTICLE VI

The name of the Incorporator is Andrea Fisher Evans, Esq. and the address of the Incorporator is One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27th day of February, 2007.


Andrea Fisher Evans Esq., Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **CARAT MERGER CORPORATION, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of February, 2007.

American Information Services, Inc.

By 
Angelica M. Chiru, Assistant Secretary

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TALLAHASSEE, FLORIDA

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