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To:
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Fax Number : (850)617-6381

From:
Account Name : GLAZIER & GLAZIER, P.A.
Account Number : I20050000141
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FLORIDA PROFIT/NON PROFIT CORPORATION

Carcoon USA, Inc.

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10/22/08

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ARTICLES OF INCORPORATION
OF
CARCOON USA, INC.

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ARTICLE I - NAME

The name of this Corporation is CARCOON USA, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of this Corporation is 555 Canal Road, Ponte Vedra Beach, Florida 32082 and the mailing address is P.O. Box 331193, Atlantic Beach, Florida 32233. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders of the Corporation.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the members of the first Board of Directors are as follows:

David Bernard
555 Canal Road
Ponte Vedra Beach, Florida 32082

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The name, street address, and position of the initial officers of the Corporation are as follows:

David Bernard President/Secretary
555 Canal Road
Ponte Vedra Beach, Florida 32082

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

David Bernard
555 Canal Road
Ponte Vedra Beach, Florida 32082

ARTICLE IX - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8825 Perimeter Park Blvd., Suite 504, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is GLAZIER & GLAZIER, P.A.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XII – EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

David Bernard (SEAL)
DAVID BERNARD


"Incorporator"

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REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for CARCOON USA, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

GLAZIER & GLAZIER, P.A.

By:  (SEAL)
Scott L. Glazier
Its: Vice President

"Registered Agent"

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