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LAW OFFICES OF
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(407) 984-2700
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EFFECTIVE DATE

1-3-95

December 27, 1994

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

000001366700
-01/03/95--01010--014
*****70.00 *****70.00

Re: CAROLINKA, INC.

Dear Sir:

Please find enclosed Articles of Incorporation for the subject corporation along with a Statement of Designation and Acceptance of Registered Agent and our check in the amount of \$70.00 for filing same. Thank you.

Very truly yours,

Clifton A. McClelland, Jr.

Clifton A. McClelland, Jr.

CAM/tah
Enclosures

Trudy GAVE
AUTHORIZATION BY PHONE TO
CORRECT EFF DATE
DATE 1-11-95
DOC. EXAM FL

FILED
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SECRET
TALLAHASSEE, FL

F. CHESSEY JAN 3 1995

**ARTICLES OF INCORPORATION
OF
CAROLINKA, INC.**

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The undersigned subscribers to these Articles of Incorporation being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is CAROLINKA, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 100 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of this corporation in the State of Florida is: Richard N. Baney, 2045 N. Highway A-1-A, Indialantic, Florida 32903. The stockholders may from time to time move the principal office to any other address in Florida. The principal office of the corporation is 2045 North Highway A-1-A, Indialantic, Florida 32903. The above is also the mailing address.

ARTICLE VII

This corporation shall have two (2) 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:

Richard N. Baney	2045 N. Highway A-1-A Indialantic, FL 32903
Carolyn V. Baney	2045 N. Highway A-1-A Indialantic, FL 32903

ARTICLE VIII

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

Richard N. Baney	2045 N. Highway A-1-A Indialantic, FL 32903
Carolyn V. Baney	2045 N. Highway A-1-A Indialantic, FL 32903

ARTICLE IX

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

ARTICLE X

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 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 XII

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

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV

Every stockholder, 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 a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set their hands and seals this 27th day of December, 1994.

Richard N. Baney
Richard N. Baney

Carolyn V. Baney
Carolyn V. Baney

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 27th day of December, 1994, by RICHARD N. BANEY, who (☒) is personally known to me or (☐) who has produced _____ as identification and who (☐) did/ (☒) did not take an oath.

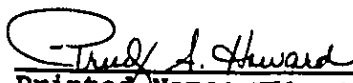
WITNESS my hand and official seal this 27th day of December, 1994.

Trudy A. Howard
Printed Name: TRUDY A. HOWARD
Commission Number: CC082511
My Commission Expires: 3-7-95

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 27th
day of December, 1994, by CAROLYN V. BANEY, who (☒) is
personally known to me or (☐) who has produced _____
as identification and who (☐) did/(☒) did not take an oath.

WITNESS my hand and official seal this 27th day of
December, 1994.


Printed Name: TRUDY A. HOWARD
Commission Number: CC082511
My Commission Expires: 3-7-95

**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE
CAROLINKA, INC.**

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as President of CAROLINKA, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the corporation.

The street address of the initial registered office of this corporation is 2045 N. Highway A-1-A, Indialantic, Florida 32903 and the name of the initial registered agent of this corporation at that address is Richard N. Baney.

Dated this 27th day of December, 1994.

Richard N. Baney
Richard N. Baney, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of CAROLINKA, INC., at the initial registered office of the corporation at 2045 N. Highway A-1-A, Indialantic, Florida 32903.

Dated this 27th day of December, 1994.

Richard N. Baney
Richard N. Baney