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P.02/03

State of Florida Articles of Incorporation

of

CARROLL PARTNERS, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: CARROLL PARTNERS, INC.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

12734 Kenwood Lane Ft. Neyers, Florida 33907

THIRD: The number of shares of the corporation is authorized to issue is One Thousand (1,000), No Par Value.

FOURTH: The street address of the initial registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The holders of common shares of stock shall, upon the issue or sale of shares of stock (whether now or hereafter authorized), have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

SIXTH: The name and address of the sole incorporator is:

Melanie Strickland 1311 Executive Center Drive, Suite #200 Tallahassee, FL 32301

The undersigned have executed these articles of incorporation this 14th day of March, 1995.

By <u>NII J4</u> Melanie Strickland/Incorporator 14127 CT CINCINNATI

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.: C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated March 14, 1995.

Connie Bry-Special Assistant Siecelacy

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P.03/03

DINSMORE & SHOHL

ATTORNEYS AT LAW

IBOO CHEMED CENTER . 255 EAST FIFTH STREET CINCINNATI, OHIO 45202-4797

TELEPHONE: #-3-977-8200 TELECOPT: 413-077-8141

OTHER OFFICES:

NONTHERN BENTUCKT OFFICE TURFWAT RIDGE OFFICE PARK FEOD TURFWAT ROAD, SUITE 430 FLORENCE, RENTUCET AID42-1358 609-103-05IN TELECOPT: 408-283-8017

COLUMBUR ------SUITE 330 COLUMBUS, OHIO 43218-5134 -----

DATTON OFFICE BOD COURTHOUSE PLAZA, D.W. TO N. LUDLOW STREET DATTON, OHIO 48408-1834 \$13-228-AD12 TELECOPT 812-461-2543

. .

Richard L. Schuster (513) 977-8471

5000020692

Florida Department of State Division of Corporations P.O. Box 6327 Tailahassee, FL 32314

Dear Sir/Madam:

9

Enclosed please find for filing a Statement of Change of Registered Office or Registered Agent and a check in the amount of \$35.00.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

51 XYH 56 Cantanto Lalar Dest Rd

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Richard L. Schuster 으릴

RLS/aqd Enclosures

Ms. Carole Record CC: CT Corporation

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Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508. Florida Statutes, the undersigned corporation organized under the laws of the State of submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Carroll Partners, Inc.

Document number 19500020692 1b. Date of incorporation MARCH 14, 1995

2. The name and address of the current registered agent and office:

| The name and address of the current registered agent and office: | TAS , | ۵ | |
|--|----------|----------|--------------|
| c/o C CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, | Fiorid | л =33 | 324 |
| | | | - 1 B |
| 3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) | SEE.F | 5 P1 | 1 ["" |
| James P. Carroll | <u> </u> | 2 | (::::::: |
| 12734 Kenwood Lane, Suite 35, Ft. Meyers, FL 33907 | | | - |

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

11 strans. SIGNATURE March 17 1995 DATE

James P. Carroll, President Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

| SIGNATU | RE BY: 1 | and P | CARA | |
|---------|-------------------|--------------------|--------|--|
| DATE | / (F March 17, | legistered 1995 | Agent) | |

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91) (FLA. - 2194 - 3/4/92) **FILING FEE: \$35.00**

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