

OAKLEY LELAND JOHNSON
ATTORNEY AT LAW
696 FIRST AVE. NORTH, SUITE 400
SE. PETERSBURG, FL. 33701
(813) 821-0357

Admitted in Florida, New York & New Jersey

P95000023385

March 14, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: CAROUSEL SERVICES INCORPORATED

Dear Sir or Madam:

600001440186
-03/27/95--01034--005
*****70.00 *****70.00

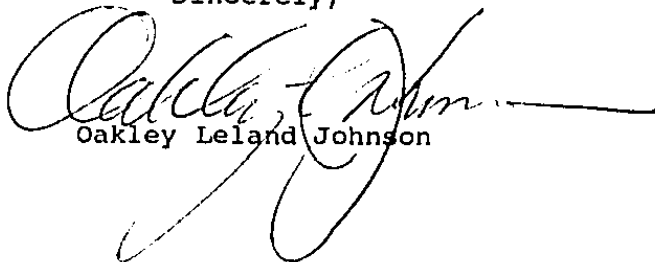
I represent the incorporator of CAROUSEL SERVICES INCORPORATED.

Enclosed are an original and one copy of the Articles of Incorporation of the above-named corporation for filing with the Secretary of State. My check No. 128, payable to the Secretary of State in blank amount is enclosed for filing fee, assignment of name, and registered agent designation. Please date or file stamp the copy of the Articles of Incorporation and return to me at the above address. Certification of the copy is NOT requested. #70.00

The corporate name, CAROUSEL SERVICES INCORPORATED, was inadvertantly reserved in my name instead of that of my clients, the company and Mr. Billy Morris Ringley, the incorporator listed in the Articles thereof. I wish to have the name CAROUSEL SERVICE INCORPORATED assigned to my client for all purposes.

Thank you for your assistance in this matter.

Sincerely,


Oakley Leland Johnson

Encl.

15/3/23



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 22, 1995

OAKLEY LELAND JOHNSON, ESQ.
696 FIRST AVE. NORTH
SUITE 400
ST. PETERSBURG, FL 33701

The name **CAROUSEL SERVICES INCORPORATED** has been reserved for 120 days beginning February 22, 1995. The reservation number is R9500000769 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

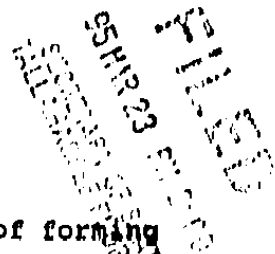
Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 795A00008050

1st Original

ARTICLES OF INCORPORATION
OF
CAROUSEL SERVICES INCORPORATED



THE UNDERSIGNED, a natural person, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, does hereby act as an incorporator, and agree to the following:

ARTICLE I

NAME

The name of the corporation shall be:

CAROUSEL SERVICES INCORPORATED.

ARTICLE II

ADDRESS

The address of the principal office of the corporation is: 5410 Faulkenburg Road, Tampa FL 33610; and the mailing address of the corporation is: 5410 Faulkenburg Road, Tampa FL 33610.

ARTICLE III

PURPOSE AND POWERS

1. The corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

2. The corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue is ONE THOUSAND (1,000), all of which shall be Common Shares having a par value of One Dollar (\$1.00) per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of the corporation shall have the first right to purchase shares of the corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held by the shareholder at the time of issue bears to the total number of share outstanding. Any preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise the preemptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation.

ARTICLE VI

CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate 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 owned by the shareholder, or by distributing such votes on the same principal among any number of candidates.

ARTICLE VII

RESTRICTION ON SHARE TRANSFER

All shares of stock in the Corporation are assignable, and any stockholder may sell, assign, or transfer his shares and certificate or certificates of stock at pleasure, except however, that no share may be sold to a person not already a shareholder of the Corporation without it first being offered for sale to all other shareholders of record at no higher price than such shares are subsequently offered to any other person. Shareholders shall receive actual notice of all such offers, and shall have reasonable opportunity to purchase. No transfer or assignment of any kind shall be effective or valid unless and until it shall have been entered upon the books of the Corporation and the old certificate or certificates shall have been surrendered for cancellation to the Secretary and a new certificate or certificates issued .

ARTICLE VIII

BOARD OF DIRECTORS

1. The business affairs of the corporation shall be managed by a Board of Directors.

2. The initial Board of Directors of the corporations shall consist of one director, whose name and address is as follows:

<u>Name</u>	<u>Address</u>
BILLY MORRIS RINGLEY	6114 Zelma Road, Lutz, FL 33549

3. The number of directors shall be as provided in the Bylaws of the corporation, but shall not be less than one (1).

4. The directors shall be elected, removed, and hold office as provided in the Bylaws of the corporation.

ARTICLE IX

BYLAWS

1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

2. The power to adopt, alter, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by either group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XI
REGISTERED OFFICE AND AGENT

1. The street address of the initial registered office of the corporation shall be 5410 Faulkenburg Road, Tampa FL 33610.
2. The name of the initial registered agent of the corporation located at that address shall be WILLIAM MORRIS RINGLEY.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
BILLY MORRIS RINGLEY	6114 Zelma Road, Lutz, FL 33549

ARTICLE XIII
SPECIAL PROVISIONS

No contract or other transaction of the Corporation with any other person, corporation, or entity, shall be affected or invalidated solely by: (a) the fact that any one or more of the Directors, Officers, or Shareholders of this corporation is interested in or is a Director, Officer, Shareholder, or Principle in such other entity, or; (b) the fact that any one or more of Directors, Officers, or Shareholders of this corporation may be a

party to or may be interested in any such contract or transaction.

Each and every person who may become a Director, Officer, or Shareholder of the Corporation, is hereby relieved from any liability that might arise solely by reason of his contracting with the Corporation for the benefit of himself or any other corporation or entity in which he may be in any way interested.

ARTICLE XIX
INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation of CAROUSEL SERVICES INCORPORATED, on this 14th day of March, 1995.


BILLY MORRIS RINGLEY

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of March, 1995 by BILLY MORRIS RINGLEY, who () is personally known to me or (x) who has produced FLORIDA Picture Driver License as identification and who did not take an oath.



OAKLEY LELAND JOHNSON
My Commission CC392180
Expires Jul. 13, 1998
Bonded by HAI
800-422-1855


Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for CAROUSEL SERVICES INCORPORATED I accept to act as initial registered agent for CAROUSEL SERVICES INCORPORATED, as stated in these Articles of Incorporation.


BILLY MORRIS RINGLEY

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Acceptance was acknowledged before me this 14th day of March, 1995 by BILLY MORRIS RINGLEY, who () is personally known to me or ☒ who has produced A FLORIDA DRIVER LICENSE as identification and who did not take an oath.



OAKLEY LELAND JOHNSON
My Commission CC392188
Expires Jul. 13, 1998
Bonded by HAI
800-422-1666


Notary Public