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*Frederick David Graves*

Attorney and Counselor at Law  
Private Practice - By Appointment

Post Office Box 123  
Jensen Beach, Florida 34958

669 Northeast Plantation Road  
Ocean Terrace - Suite 208  
Stuart, Florida 34996  
407 / 334-7521

17 May 1995

Secretary of State  
Domestic Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

300001496423  
-05/23/95--01053--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary of State:

Enclosed please find and file executed articles of incorporation and designation of resident agent for Caroline Street, Inc.

The courtesy of your returning a letter of acknowledgment of filing to the office address given above will be warmly appreciated.

Enclosed find check payable to the Secretary in the amount of Seventy Dollars (\$70).

If you have any questions or require anything further, please contact me directly by telephone prior to returning these papers, and I will respond to your direction forthwith.

Thank you!

Respectfully



c.c. Caroline Lowe  
Caroline Street, Inc.

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5/25

**Articles of Incorporation  
of  
Caroline Street, Inc.**

THE UNDERSIGNED, acting as Incorporator under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for this Florida Corporation:

*ARTICLE I: Name*

The name of this Corporation is Caroline Street, Inc. This name may at any time or from time to time be changed by two-thirds vote of the shareholders at any duly noticed meeting or otherwise as set forth in the by-laws.

*ARTICLE II: Commencement and Duration*

This Corporation shall commence in existence upon the execution of these Articles, provided same shall be filed with the Secretary of State of the State of Florida within five (5) days thereafter pursuant to §607.0203 Florida Statutes or, if same are not filed within five (5) days after execution, then this Corporation shall commence in existence upon the actual date of filing with the Secretary, and thereafter the Corporation shall exist perpetually or until dissolved according to law.

*ARTICLE III: Purpose*

The purpose for which this Corporation is organized is to do business or engage in any activity permitted to corporations generally under the laws of the United States and of the State of Florida.

*ARTICLE IV: Authorized Shares*

Number: The aggregate number of shares the Corporation shall have initial authority to issue is Ten Thousand (10,000) common shares of Capital Stock with a par value of Two Hundred Dollars (\$200.00) per share.

Initial Issue: The initial issue shall be One (1) common share of the Capital Stock of the Corporation for Two Hundred Dollars (\$200.00) cash at par value of Two Hundred Dollars (\$200.00) per share.

Subsequent Issues: From time to time the Board of Directors may authorize its officers to issue additional common shares for cash at prices equal to or exceeding the par value of Two Hundred Dollars (\$200.00) per share.

Stated Capital: The sum of the par value of all outstanding common shares of Capital Stock of the Corporation that have been issued at any time shall be the stated capital of the Corporation.

Dividends: The holders of the outstanding common shares of Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in additional common shares of the Capital Stock of the Corporation.

No Classes of Stock: The shares of Capital Stock of the Corporation are not to be divided into classes. There shall be but one class of stock in this Corporation, i.e., the common shares.

No Shares in Series: The Corporation is not authorized to issue shares in series.

*ARTICLE V: Initial Registered Office and Agent*

The initial registered office and agent of the corporation is Caroline Lowe, 33 West Seminole Street, Stuart, Florida 34994. Telephone 407 / 223-1838.

*ARTICLE VI: Principal Place of Business*

The initial principal place of business and mailing address of the corporation are Caroline Street, Inc., 33 West Seminole Street, Stuart, Florida 34994. Telephone 407 / 223-1838. The principal place of business and mailing address of the corporation may from time to time be changed as set forth in the by-laws.

*ARTICLE VII: Number of Directors*

The initial number of Directors of this Corporation shall be one. The number of Directors may be increased or diminished from time to time by by-laws adopted by the Stockholders, but shall never be less than one.

*ARTICLE VIII: Incorporation Director*

The name and residence address of the person who shall serve as incorporation director until Shareholders shall duly nominate, elect, and qualify the first regular Board of Directors is Caroline Lowe, 33 West Seminole Street, Stuart, Florida 34994. Telephone 407 / 223-1838. The incorporation director shall have authority to appoint initial officers and to authorize them to execute and deliver for value the first issue of shares as aforesaid, pro-

vided that thereupon the initial shareholder shall forthwith elect the first Board of Directors who shall ratify all acts of the Incorporation director and assume full control of the Corporation in accordance with Florida Law.

*ARTICLE IX: Incorporator*

The name and address of the Incorporator are: Caroline Lowe, 33 West Seminole Street, Stuart, Florida 34994, Telephone 407 / 223-1838.

*ARTICLE X: Amendment of Articles*

The Shareholders shall have the power to adopt, amend, or repeal these Articles of Incorporation when proposed and approved at a Stockholders' meeting by not less than a two-thirds vote of the common stock.

*ARTICLE XI: Pre-Emptive Rights*

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time (except future services), in addition to that stock authorized and issued initially by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

*ARTICLE XII: Cumulative Voting*

Each holder of common shares of this Corporation shall be allowed to vote shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of each such Shareholder's shares and to distribute them among as many candidates as the Shareholder may wish. Notice must be given by the Shareholder to the President or Vice President of this Corporation not less than 24 hours prior to the time set for the holding of a Shareholders' meeting for the election of directors stating that Shareholder intends to vote cumulatively at said election.

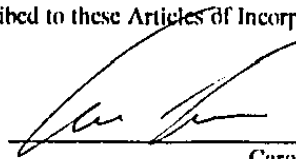
*ARTICLE XIII: Initial Subscription Offer*

The Incorporator recognizes the initial subscription offer of Caroline Lowe to purchase one (1) common share of the Capital Stock of the Corporation as soon as practicable after the filing of these articles, and in any case within 30 days after filing, for Two Hundred Dollars (\$200.00) cash, and the Incorporation Director is authorized to accept said offer through duly appointed officers and to issue such share upon receipt of cash from offeror.

*ARTICLE XIV: Advice of Counsel*

The Incorporator has relied upon the legal advice of Frederick David Graves, Esquire, a member of The Florida Bar, in the creation and execution of these articles. Until substitute counsel has formally accepted representation of this Corporation in a signed writing filed with the secretary, the directors and officers shall continue to rely upon the legal advice of Mr. Graves on all matters that shall come before them and shall employ him to communicate with third parties in all matters wherein the law requires an attorney to represent the Corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orlando, Florida this 17 day of May 1992.



Caroline Lowe  
33 West Seminole Street  
Stuart, Florida 34994  
Telephone 407 / 223-1838

STATE OF FLORIDA  
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared Caroline Lowe, known by me or identified by Florida Drivers License to be the person described above, and she did acknowledge before me that she did execute the foregoing as Incorporator on the date indicated, and she was sworn.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida this 22  
day of May 1995.

  
Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
for  
THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

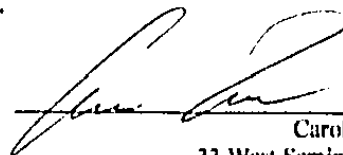
In pursuance of the General Corporation Act of Florida, the following is submitted:

WITNESSETH that *Caroline Street, Inc.*, desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Caroline Lowe, 33 West Seminole Street, Stuart, Florida 34994, and whose business address at which she will accept service of process for the corporation is 33 West Seminole Street, Stuart, Florida 34994. Her telephone number is 407 / 223-1838.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 17 day of May 1995.



Caroline Lowe  
33 West Seminole Street  
Stuart, Florida 34994  
Telephone 407 / 223-1838

STATE OF FLORIDA |  
COUNTY OF MARTIN |

BEFORE ME, the undersigned authority, personally appeared Caroline Lowe, known by me or identified by Florida Drivers License to be the person described above, and she did acknowledge before me that she did sign the foregoing as Resident Agent on the date indicated, and she was sworn.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida this 17 day of May 1995.

Notary Public

