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July 7, 1995

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

EXPRESS MAIL

Re: CARLOTTA, INC.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for the referenced corporation. Both have been subscribed and acknowledged by the incorporators. If the Articles meet with your approval, we would appreciate your filing the original and certifying and returning the copy to our office.

Also enclosed is our client's check for \$122.50 representing payment of the following items:

Filing fee	\$35.00
Certified copy of articles	52.50
Registered Agent Designation	35.00

Thank you for your assistance in this matter.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE



Charles L. Hoffman, Jr.

CLHjr/ecv
Enclosures
H1548-20731

JUL 14 1995 BSB

FILED
95 JUL 10 AM 08
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARLOTTA, INC.**

FILED
95 JUL 10 AM 9:08
CLERK OF THE COURT
JUL 10 1995

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be CARLOTTA, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

Carlotta, Inc.
5815 Forest Ridge Drive
Pensacola, Florida 32526-7826

The Board of Directors may change the address from time to time to any other address in the State of Florida.

**ARTICLE VII. REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Carlotta A. Lopez
5815 Forest Ridge Drive
Pensacola, Florida 32526-7826

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. 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 IX. INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

Carlotta A. Lopez
5815 Forest Ridge Drive
Pensacola, Florida 32526-
7826

Carl E. Clark
5815 Forest Ridge Drive
Pensacola, Florida 32526-
7826

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to

have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. INCORPORATORS

The names and street addresses of the Incorporators of this corporation are:

Carlotta A. Lopez
5815 Forest Ridge Drive
Pensacola, Florida 32526-
7826

Carl E. Clark
5815 Forest Ridge Drive
Pensacola, Florida 32526-
7826

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 7 day of July, 1995.

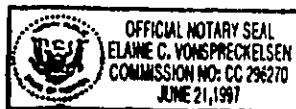
Carlotta A. Lopez
CARLOTTA A. LOPEZ - INCORPORATOR

Carl E. Clark
CARL E. CLARK - INCORPORATOR

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared CARLOTTA A. LOPEZ and CARL E. CLARK, who are personally known to me or who have produced FLORIDA DRIVER'S LICENSES as identification, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 7th day of July, 1995.



Elaine C. Vonspreckelsen
Typed Name: ELAINE C. VONSPRECKELSEN
Notary Public
My commission expires: 6/21/97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CARLOTTA, INC., at the place designated in the Articles of Incorporation, CARLOTTA A. LOPEZ agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: ~~7/7/95~~ 7/7/95 ^{cl}

Carlotta A. Lopez
CARLOTTA A. LOPEZ

FILED
JUL 10 AM 9:08
TALLAHASSEE
FLORIDA