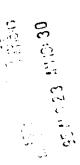
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CAPITAL CONNECTION, INC.

417 L. Vogona St., Sone 1, Tallahassee, FL 32301, (404)224 8870 Mailing Address Post Office Box 10349, Tallahastee, FL 32302 TOLL FREE No. 1 800 342 8062 EAN (404) 222 1222

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PREPAID	\$			
BALANCE DUE	\$			

Please remit invoice number with payment YERMS. NET 10 DAYS PHOM INVOICE DATE 1 1/2% per month on Past Due Amounts. Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

of

Caravell Ventures, Inc.

HKSL

The name of the Corporation shall be CARAVELL VENTURES, INC., The principal mailing address of the corporation is 1605 Main Street, Suite 1001, Sarase at Florida 34236.

SECOND.

The purposes for which the corporation is formed are any and all lawful purposes for which a corporation may be formed pursuant to the laws of the State of Fforida and the United States.

THIRD:

The corporation shall be authorized and empowered to issue TEN THOUSAND (10,000) shares of common stock

FOURTH

The mailing address of the Registered Office of the Corporation is 1605 'Main Street, Suite 1001, Sarasota, Florida 34236

LILLIT

The registered agent for the corporation shall be

STANLFY A. GOLDSMITH 1605 Main Street, Suite 1001 Sarasota, Florida 34236

SIXTPL

To the incorporator of CARAVELL VENTURES, INC.

I understand my obligations as your Registered Agent and hereby accept appointment as your Registered Agent in accordance with F.S. 48.091

SEVENTH

The initial Board of Directors of the corporation shall consist of two (2) member(s)

Carol Havell 1605 Main Street Suite 1001 Sarasota, Flot da 34236 Robert Haveil 1605 Main Street Suite 1001 Surasota, Fiorida 34236

LIGHTH

The incorporator of CARAVILL VENTURES, INC., who by his signature hereby acknowledges the adoption of these Articles of Incorporation, is

STANLEY A WOLDSMITH

1605 Main Street Suite 1001

Surasota, Florida 34236

STATE OF FLORIDA) COUNTY OF SARASOTA) 58

The foregoing Articles of Incorporation of Caravell Ventures, Inc., were acknowledged before me this 3.3 day of 109.5 by STANLEY A GOLDSMITH as registered agent and incorporator. He is personally known to be or has produced as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

OF KGA TO THE STATE OF THE STAT

Signature of Notary Public

Print Name of Notary Public

I am a Notary Public of the State of and my commission explining the state of the s