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**WATKINS & RAMUNNI, P.A.**

Attorneys and Counselors at Law

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September 6, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
The Capitol, Room 2002  
Tallahassee, Florida 32301

RECEIVED  
SEP 06 1995  
TALLAHASSEE, FLORIDA  
\*\*\*122.50 \*\*\*122.50

IN RE: The Incorporation of Carole and Company, Inc.

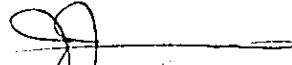
Dear Sir:

Enclosed herewith is the original and one copy of the duly executed Articles of Incorporation along with my check in the amount of \$122.50 for the incorporation of CAROLE AND COMPANY, INC.

Please file them with your department and return to me a certified copy thereof via Federal Express. I have enclosed a collect Federal Express package for your convenience.

Thank you for your assistance and cooperation in this matter.

Sincerely,

  
John Jay Watkins

/rtd

Enclosures

*Please expedite -  
Thank you!*

FILED  
95 SEP 11 PM 4:01  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CAROLE AND COMPANY, INC.  
ARTICLE I. CORPORATE NAME.

FILED  
95 SEP 7 PM 4:01  
TALLAHASSEE, FLORIDA

The name of this corporation is: CAROLE AND COMPANY, 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. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. 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:

John Jay Watkins  
150 South Main Street  
Post Office Box 250  
LaBelle, Florida 33935

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

ARTICLE VI. 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 (1).

ARTICLE VII. INITIAL DIRECTORS.

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

CAROLE GIDDES  
246 YEOMANS AVENUE  
LABELLE, FL 33935

DAVID W. CURTIS  
246 YEOMANS AVENUE  
LABELLE, FL 33935

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

ARTICLE VIII. INCORPORATOR

The name and the street address of the person signing these Articles of Incorporation as the Incorporator are:

JOHN JAY WATKINS  
150 South Main Street  
Post Office Box 250  
LaBelle, Florida 33935

ARTICLE IX. AMENDMENT

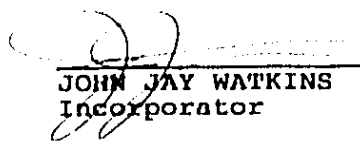
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and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

ARTICLE X. PREEMPTIVE RIGHTS.

All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has

executed the foregoing Articles of Incorporation this 6<sup>th</sup> day of  
September, 1995.

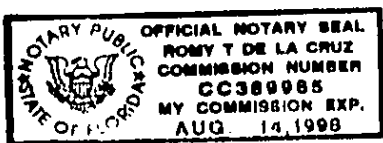
  
\_\_\_\_\_  
JOHN JAY WATKINS  
Incorporator

STATE OF FLORIDA  
COUNTY OF HENDRY

The foregoing instrument was acknowledged before me this 6<sup>th</sup>  
day of September, 1995, by JOHN JAY WATKINS, who is personally  
known to me.

(Notary Seal)

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



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

That CAROLE AND COMPANY, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 97 Park Avenue, LaBelle, Florida, County of Hendry, State of Florida, has named JOHN JAY WATKINS, located at 150 South Main Street, Suite 3, LaBelle, Florida, County of Hendry, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
JOHN JAY WATKINS  
Registered Agent

FILED  
95 SEP - 7 PM 4: 01  
SHERIFF'S OFFICE  
TALLAHASSEE, FLORIDA