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Direct Dial Number: (407) 653-5124

January 11, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: CAROUSEL, INC.

Dear Sir:

Enclosed is one original and one copy of Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our firm check in the amount of \$122.50.

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ 35.00
TOTAL	<u>\$122.50</u>

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY

Susan D. Bober
Legal Assistant

Enclosures

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ARTICLES OF INCORPORATION
OF
CAROUSEL, INC.

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I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Carousel, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the corporation is 1362 Crest Drive, Lake Worth, Florida 33461.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.


ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 1362 Crest Drive, Lake Worth, Florida 33461, and the name of its initial registered agent at such address is James A. McSwigan.

ARTICLE VIII
Incorporator

The name and address of the incorporator is James A. McSwigan, 1362 Crest Drive, Lake Worth, Florida 33461.

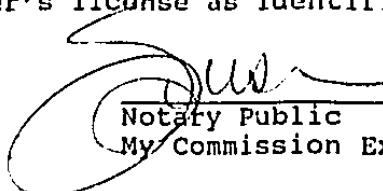
Executed this 11 day of January, 1996.


James A. McSwigan, Incorporator

STATE OF FLORIDA)
) SS
PALM BEACH COUNTY)

Personally appeared before me this 11th day of January, 1996 the above-named James A. McSwigan. He is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)



Notary Public
My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS.


In compliance with Section 48.091, Florida Statutes, the
following is submitted:

1. That Carousel, Inc., desiring to organize under the
laws of the State of Florida, has named James A. McSwigan,
located at 1362 Crest Drive, Lake Worth, Florida 33461, as its
agent to accept service of process within Florida.


James A. McSwigan, Incorporator

Dated: January 11, 1996

2. That, having been named to accept service of process
for the above-stated corporation, at the place designated in this
Certificate. The undersigned hereby agrees to act in this
capacity and agrees to comply with the provisions of Chapter
48.091, F.S., relative to keeping open said office.


James A. McSwigan