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LAW OFFICE OF  
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January 31, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: Dennis I. Carter and Associates, Inc.

Gentlemen:

Enclosed please find an original plus one of the Articles of Incorporation for the above corporation and check in the amount of \$122.50 for filing and a certified copy.

Very truly yours,

  
BRIAN W. PARISER  
For the Firm

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-02/01/96--01055--006  
\*\*\*122.50 \*\*\*122.50

BWP/met  
Enclosures

MAILED FEB - 5 1996

*Called Brian,  
left date with Jan. 26, 96*

FILED  
SERIES - 1 PM 2:35  
TALLAHASSEE, FLORIDA

1/26/96

**ARTICLES OF INCORPORATION  
OF**

1996  
NOTED - 1 PM 2:35

**DENNIS I. CARTER AND ASSOCIATES, INC. NASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation adopts these Articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

**ARTICLE I: NAME**

The name of the corporation is:

**DENNIS I. CARTER AND ASSOCIATES, INC.**

**ARTICLE II: PURPOSE**

The general nature of the business or business to be transacted by the corporation shall be:

To engage in any lawful act or activity for which corporations are organized under the Florida Business Corporations Act, Florida Statutes, Chapter 607, and as amended and, in general, to possess and exercise all the powers and privileges granted by the laws of the State of Florida or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation.

In addition, the corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property.

**ARTICLE III: TERM OF EXISTENCE AND EFFECTIVE DATE**

The corporation shall have perpetual existence commencing on the 26th of January, 1996.

**ARTICLE IV: CAPITAL STOCK**

The capital stock of the corporation shall be one thousand (1,000.00) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:

7965 SW 147th Street  
Miami, Florida 33158

**ARTICLE VII: INITIAL REGISTERED AGENT AND ADDRESS**

The address of the initial registered agent of this corporation is: 7965 SW 147th Street, Miami, Florida 33158. The name of the initial registered agent at that address is Dennis I. Carter.

**ARTICLE VII: BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

DENNIS I. CARTER

7965 SW 147th Street  
Miami, Florida 33158

**ARTICLE VIII: SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation is:

DENNIS I. CARTER  
7965 SW 147th Street  
Miami, Florida 33158

**ARTICLE IX: AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**ARTICLE X: INDEMNIFICATION**


The corporation shall indemnify any person made a part to any action by or in the right of the Corporation to procure a judgment in its favor by reason of their being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director of

officer is adjudged to have been guilty of negligence or misconduct in the performance of their duty to the Corporation.

The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity or director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

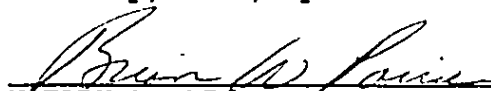
The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, in Miami, Florida this 30<sup>th</sup> day of January, 1996.

  
DENNIS I. CARTER

STATE OF FLORIDA     )  
                              )     SS:  
COUNTY OF DADE     )

The foregoing Articles of Incorporation were acknowledged before me on the 30<sup>th</sup> day of January, 1996, by DENNIS I. CARTER.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

(SEAL)

My commission expires:



BRIAN W. PARISER  
MY COMMISSION # CC442559 EXPIRES  
May 1, 1999  
BONDED THRU TROY FARM INSURANCE, INC.



BRIAN W. PARISER  
MY COMMISSION # CC442559 EXPIRES  
May 1, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT DENNIS I. CARTER AND ASSOCIATES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED DENNIS I. CARTER, LOCATED AT 7965 SW 147th STREET, MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



DENNIS I. CARTER

TITLE: President

DATED THIS 30<sup>th</sup> DAY OF JANUARY, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



DENNIS I. CARTER

DATE

January 30<sup>th</sup>, 1996.

carter@art.inc

MIAMI, FLORIDA

FEB - 1 PM 2:35

FILED