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March 7, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

ENCLOSURE 788-3852
-013712706--01070-009
***122.50 ***122.50

Re: *Carolina Cracker Corporation, Inc.*

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation, in regard to the above. I have also enclosed this firm's check in the amount of \$122.50 to cover your fee for filing. If you have any questions, please do not hesitate to contact me.

Yours truly,

THOMAS P. McALVANAH, ESQUIRE

TPM/kmt
Enclosures

96 MAR 11 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32301

GB 3/14/96

FILED
26 MAR 11 PM 3:21
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
CAROLINA CRACKER CORPORATION, INC.**

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this corporation is **CAROLINA CRACKER CORPORATION, INC.**

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand Shares of common stock having no nominal par value, and shall be fully paid and non-assessable. All such stock shall be payable in cash.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is an initial Five Hundred (500) Dollars.

ARTICLE V. TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida, is: 95356 State Road 54 West, Zephyrhills, Florida 33541. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than seven (7) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the state of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII. INITIAL DIRECTORS

<u>NAME:</u>	<u>ADDRESS:</u>
MYRA DOUBERLEY	95356 S.R. 54 West Zephyrhills, Florida 33541

ARTICLE IX. INITIAL OFFICERS

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
MYRA DOUBERLEY	95356 S.R. 54 West Zephyrhills, Florida 33541	President
EARL BOYETTE	95356 S.R. 54 West Zephyrhills, Florida 33541	Vice-President
MYRA DOUBERLEY	95356 S.R. 54 West Zephyrhills, Florida 33541	Treasurer
MYRA DOUBERLEY	95356 S.R. 54 West Zephyrhills, Florida 33541	Secretary

ARTICLE X. SUBSCRIBERS/INCORPORATORS

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
MYRA DOUBERLEY	95356 S.R. 54 West Zephyrhills, Florida 33541	500
EARL BOYETTE	95356 S.R. 54 West Zephyrhills, Florida 33541	500

ARTICLE XI. REGISTERED AGENT

This corporation has named, Myra Douberley, 95356 S.R. 54 West, Zephyrhills, Florida 33541, as its agent to accept service of process within this State.

ARTICLE XII. AMENDMENT

This Certificate 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 a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Certificate of Incorporation be made.

IN WITNESS WHEREOF, the parties herein have hereunto set their hands and seals the 5th day of March, A.D., 1996.

Myra Douberley
MYRA DOUBERLEY

Earl Boyette
EARL BOYETTE

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MYRA DOUBERLEY, to be the person described in and who executed the foregoing Certificate of Incorporation as a subscriber and they acknowledged before me that she subscribed to that Certificate of Incorporation. That she is personally known to me.

WITNESS my hand and seal this 5th day of March, A.D., 1996.
Seal/Expiration:



NANCY S. MCALVANAH
My Commission CC488088
Expires Sep. 04, 1999
Bonded by NAI
800-422-1555

Nancy S. McAlvanah
NOTARY PUBLIC - NANCY S. MCALVANAH

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared EARL BOYETTE, to be the person described in and who executed the foregoing Certificate of Incorporation as a subscriber and they acknowledged before me that he subscribed to that Certificate of Incorporation. That he produced the following form of identification: Personally Known.

WITNESS my hand and seal this 5th day of March, A.D., 1996.
Seal/Expiration:



NANCY S. MCALVANAH
My Commission CC488088
Expires Sep. 04, 1999
Bonded by NAI
800-422-1555

Nancy S. McAlvanah
NOTARY PUBLIC - NANCY S. MCALVANAH

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

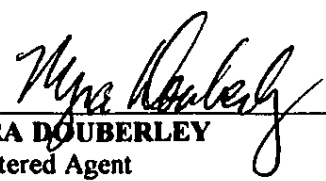
FILED
MAR 11 PM 3:21
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First--That CAROLINA CRACKER CORPORATION, INC., desiring to organize under
the laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation at City of Zephyrhills, County of Pasco, State of Florida, has named MYRA
DOUBERLEY, 95356 S.R. 54 West, Zephyrhills, Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 
MYRA DOUBERLEY
Registered Agent