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ROBERT A. DULBERG, ESQUIRE

Attorney at Law
Certified Civil, Family & Federal Mediator

International Place, 31st Floor
100 Southeast 2nd Street
Miami, Florida 33131
Telephone: (305) 381-6851
Fax: (305) 373-2073

February 12, 1996

FILED
96 APR -2 AM 10:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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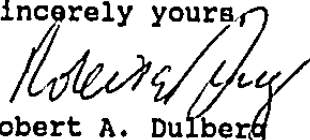
Re: The Last Carrot Too, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of Seventy Dollars (\$70.00), representing the fees for filing, and the registered agent fee. Please return our copy in the envelope provided.

Thank you for your assistance in this matter.

Sincerely yours,


Robert A. Dulberg

RAD/vio
enclosures

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1296 - 372
562

F. CHESSEY APR 2 1996

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ROBERT A. DULBERG, ESQUIRE

Attorney at Law
Certified Civil, Family & Federal Mediator

International Place, 21st Floor
100 Southeast 2nd Street
Miami, Florida 33131
Telephone: (305) 381-6851
Fax: (305) 373-2073

March 11, 1996

Freida Chesser, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: The Last Carrot Too, Inc.
Ref. Number W96000003721**

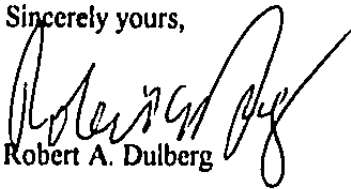
FILED
MAR 13 1996
TALLAHASSEE, FLORIDA

Dear Ms. Chesser:

In connection with the above filing, please note that attached to the Article of Incorporation was a Corporate Resolution of The Last Carrot, Inc. dated February 9, 1996 granting permission to Michael Compton and Michael J. Samuels to form a corporation named The Last Carrot Too, Inc. Thus, the principals are the same and the initial corporation has given permission to utilize this name.

Please file the original Article of Incorporation enclosed and return a copy to the undersigned. If you have any questions, please call the undersigned. Thank you for your assistance.

Sincerely yours,


Robert A. Dulberg

RAD/ba
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 19, 1996

ROBERT A DULBERG ESQUIRE
100 SE 2ND STREET
21 FLOOR
MIAMI, FL 33131

SUBJECT: THE LAST CARROT TOO, INC.
Ref. Number: W96000003721

FILED
56 APR -2 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE LAST CARROT TOO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00007142



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1996

ROBERT A DULBERG
100 SE 2 STREET
MIAMI, FL 33131

SUBJECT: THE LAST CARROT TOO, INC.
Ref. Number: W96000006101

In reviewing our records, we note there is a(n) , Document number , which was involuntarily or administratively dissolved.

Because of the similarities between the dissolved corporation and the one you are now seeking to have on file with us, and because it is our duty to assure that the provisions of the law are being met in a meaningful way, we must request a notarized affidavit from you stating certain information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00012982

3/25/96
OK TO FILE
Per BTL + Sharon

ROBERT A. DULBERG, ESQUIRE

Attorney at Law
Certified Civil, Family & Federal Mediator

International Place, 21st Floor
100 Southeast 2nd Street
Miami, Florida 33131
Telephone: (305) 381-6851
Fax: (305) 373-2073

March 26, 1996

Ms. Freida Chesser
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Last Carrot Too, Inc.

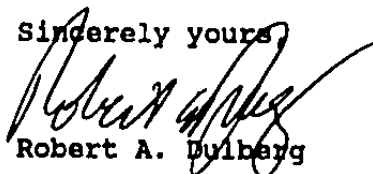
Dear Ms. Chesser:

Pursuant to our conversation on March 25, 1996, I am, once again, returning to you the original Articles of Incorporation for The Last Carrot Too, Inc. and ask that you file same.

As you will note, the Certificate of Resolution of The Last Carrot, Inc. is signed by Michael Compton and Michael J. Samuels, the sole shareholders, directors and officers of The Last Carrot, Inc. The resolution grants permission for them to form The Last Carrot Too, Inc.

If you have any questions, please call me before returning this document again as the delay in becoming inconvenient for my clients. Thank you for your assistance in this matter.

Sincerely yours,



Robert A. Dulberg

RAD/vio
enclosures

ARTICLES OF INCORPORATION

OF

THE LAST CARROT TOO, INC.

The undersigned elect to form a corporation in accordance with Florida Statute 607.0802 of the Florida Business Corporation Act as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation shall be **THE LAST CARROT TOO, INC.**

ARTICLE II
EXISTENCE

The existence of the Corporation shall be perpetual commencing upon filing of these Articles with the Department of State.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses of the Corporation is to engage in any activity, business or enterprise permitted by the laws of the United States and of the State of Florida.

ARTICLE IV
SHARES

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares with a par value of \$1.00 per share.

ARTICLE V
INITIAL OFFICE

The street address of the initial office of the Corporation shall be:

4001 Utopia Court
Miami, Florida 33133

ARTICLE VI
DIRECTORS

The number of directors constituting the initial board of directors shall be two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

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

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL COMPTON	4001 Utopia Court Miami, Florida 33133
MICHAEL J. SAMUELS	4001 Utopia Court Miami, Florida 33133

ARTICLE VII
INCORPORATORS

The names and addresses of the Incorporators are:

MICHAEL COMPTON	4001 Utopia Court Miami, Florida 33133
MICHAEL J. SAMUELS	4001 Utopia Court Miami, Florida 33133

ARTICLE VIII
REGISTERED AGENT

The name and address of the initial Registered Agent is:

MICHAEL J. SAMUELS	4001 Utopia Court Miami, Florida 33133
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ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The undersigned, being the Incorporator for the purpose of forming this Corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 9 day of Feb, 1996.



Incorporator



Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.



Registered Agent

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96 APR -2 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CORPORATE RESOLUTION
OF
THE LAST CARROT, INC.**

At a meeting held on the 9 day of February, 1996, attended by all
Officers, Directors and Shareholders of The Last Carrot, Inc.,

IT WAS RESOLVED as follows:

THAT MICHAEL COMPTON and MICHAEL J. SAMUELS are hereby granted
permission to form a corporation named THE LAST CARROT TOO, INC.

DATED the 9 day of February, 1996.

THE LAST CARROT, INC.

By: Michael Compton
Michael Compton, President

{CORPORATE SEAL}

By: Michael J. Samuels
Michael J. Samuels, Secretary

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96 APR -2 AM 10:18
TALLAHASSEE, FLORIDA