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TALLAHASSEE, FL 32301-2600  
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**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 173041 81875A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 3, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 173041-005

CUSTOMER NO: 81875A

200002018052--5  
-12/03/96--01091--022  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Connie F. Hogard  
SCHRADER JOHNSON AUVIL & BROCK  
P.A.  
P. O. Box 2337

Dade City, FL 33526-2337

DOMESTIC FILING

NAME: CARR MARKETING INTERNATIONAL,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: DEC 3 1996 BSB

FILED  
96 DEC -3 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

96 DEC -3 PM 12:23

OF

CLERK OF STATE  
TALLAHASSEE, FLORIDA

CARR MARKETING INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws, and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I  
NAME

The name of the Corporation shall be CARR MARKETING INTERNATIONAL, INC.

ARTICLE II  
DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III  
PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation

organized under the Florida General Corporation Act, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time, and including but not limited to the following powers:

(a) To construct, erect, repair and remodel buildings and structures of all types for itself and others, and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge,

creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate, or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

#### ARTICLE IV CAPITAL STOCK AND DIVIDENDS

The amount of Capital Stock authorized shall consist of one thousand (1,000) shares of common voting stock having a par value of One and no/100 (\$1.00) Dollar per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of

Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V  
SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the Capital Stock of the Corporation are not to be divided into classes.

ARTICLE VI  
NO SHARES ISSUED IN SERIES

The shares of the Capital Stock of the Corporation are not to be issued in series.

ARTICLE VII  
PRE-EMPTIVE RIGHTS

Holders of shares of the Capital Stock of the Corporation shall have pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, including any right of subscription to any thereof.

ARTICLE VIII  
AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901(5)(a), Florida Statutes, expressly elects not to be covered by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE IX  
INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in its Bylaws, pursuant to an agreement authorized by the Board of Directors, with such person, or otherwise as permitted under the Florida General Corporation Act.

ARTICLE X  
INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525. The street address of the initial registered office of this Corporation is 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525, and the name of the initial Registered Agent of this Corporation at that address is JEROME G. SCHRADER.

ARTICLE XI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however, there shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

ALAN H. CARR  
12141 Shakespeare Trail  
St. Leo, Florida 33574

VICTORIA M. CARR  
12141 Shakespeare Trail  
St. Leo, Florida 33574

ARTICLE XII  
INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

ALAN H. CARR  
12141 Shakespeare Trail  
St. Leo, Florida 33574

VICTORIA M. CARR  
12141 Shakespeare Trail  
St. Leo, Florida 33574



ARTICLE XIII  
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIV  
PROVISIONS FOR REGULATION OF THE  
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised as

directed by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are

interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporators have hereunto subscribed their names, this 29 day of November, 1996.

CARR MARKETING INTERNATIONAL, INC.

By: Alan H. Carr  
ALAN H. CARR, Incorporator

By: Victoria M. Carr  
VICTORIA M. CARR, Incorporator

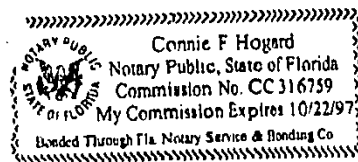
STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned officer, this day personally appeared ALAN H. CARR and VICTORIA M. CARR, as Incorporators of CARR MARKETING INTERNATIONAL, INC., to me well known and well known to me to be the persons described in and who subscribed their names to the foregoing Articles of Incorporation, who are personally known, or who produced Florida drivers licenses as identification, and who acknowledged before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 29th day of November, 1996.

Connie F. Hogard  
Connie F. Hogard  
Notary Public  
Commission No.: CC 316759  
My Commission Expires: 10-22-97



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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505,  
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

CARR MARKETING INTERNATIONAL, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 37837 MERIDIAN AVENUE, SUITE 314,  
DADE CITY, STATE OF FLORIDA 33525, HAS NAMED JEROME G. SCHRADER,  
LOCATED AT 37837 MERIDIAN AVENUE, SUITE 314, DADE CITY, FLORIDA  
33525, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CARR MARKETING INTERNATIONAL, INC.

SIGNATURE:

Alan H. Carr  
ALAN H. CARR

Victoria M. Carr  
VICTORIA M. CARR

TITLE:

Incorporators

DATE:

November 29, 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. FURTHER, I CERTIFY THAT  
I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN  
SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE  
OF MY DUTIES.

SIGNATURE OF  
REGISTERED AGENT:

Jerome G. Schrader  
JEROME G. SCHRADER

DATE:

November 29, 1996