

411 N. Donnelly St.
Renaissance Bld. Suite 300
Mt. Dora, FL 32757

Jeffrey W. Wiggs

Attorney at Law

(352) 383-9844

P97000004090

January 7, 1997.

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314.

RE: Articles of Incorporation for
Cart Paths, Inc.

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***122.50 ***122.50

Dear Madam/Sir:

To effectuate the incorporation of Cart Paths, Inc. as an ongoing Chapter (S) corporation, please find a check in the amount of \$122.50 Said check is tendered to cover the cost of formation together with the cost of a certified copy of the Articles of Incorporation.

I respectfully request that you file the Articles of Incorporation, issue a Certificate of Incorporation for Cart Paths, Inc. Please forward a certified copy of the Articles of Incorporation with the Certificate of Incorporation attached to Randel Verbout, 7517 Sadler Ave. Mt. Dora, Fl. 32757.

Please notify me should there exist any questions or problems.

Sincerely,

Jeffrey W. Wiggs
Jeffrey W. Wiggs
411 N. Donnelly St
Renaissance Bld., Suite 300
Mt. Dora, Florida. 32757.
Phone (352) 383-9844.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CART PATHS, INC.

ARTICLE I
CART PATHS, INC

The name of the corporation is Cart Paths, Inc.

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The street and mailing address of the initial registered office of business and principal office of the Corporation is 7517 Sadler Ave. Mt. Dora, Fl. 32757 and the initial registered agent of the Corporation at that address is Randel E. Verbout.

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The principal office address and the registered office address is the same.

ARTICLE VII
PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

a. The director breached or failed to perform his duties as a director; and

b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

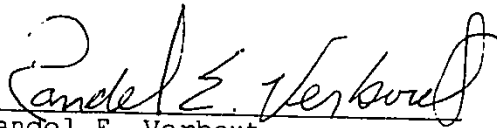
ARTICLE X INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of two members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the directors comprising the initial board of directors are: Randel E. Verbout, 7517 Sadler Ave. Mt. Dora, Fl. 32757 and Carolyn M. Verbout, 7517 Sadler Ave. Mt. Dora, Fl. 32757. Randel E. Verbout shall be the initial President and Treasurer of the Corporation while Carolyn M. Verbout shall be the initial Vice President and Secretary of Cart Paths, Inc.

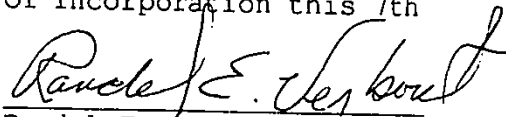
ARTICLE XI INCORPORATOR

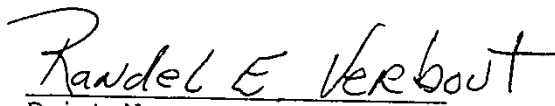
The name and address of the incorporator of the Corporation is:

Randel E. Verbout of 7517 Sadler
Ave. Mt. Dora, Florida. 32757.


Randel E. Verbout,
Incorporater.

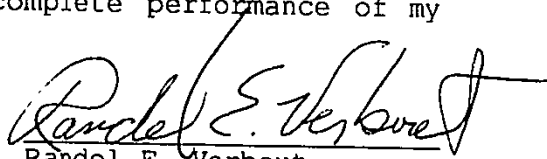
IN WITNESS WHEREOF, the undersigned being the incorporator of the
Corporation has executed these Articles of Incorporation this 7th
day of January, 1997.


Randel E. Verbout.


Print Name.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated
Corporation at the place designated in the Articles of
Incorporation, I hereby agree to comply with the provisions of all
statutes relative to the proper and complete performance of my
duties.


Randel E. Verbout,
Registered Agent.

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