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Anthony J. Comparetto, Esq.
Attorney at Law

FILED

Anthony J. Comparetto, Esq.

Stephen C. Schroeder, Esq.
Of Counsel

97 JAN 28 PM 1:09

CLERK OF COURT
TALLAHASSEE, FLORIDA

LOCATIONS:
St. Petersburg
Tampa

phone (813) 328-7900

November 18, 1996

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

200002009722--4
-11/20/96--01071--003
*****70.00 *****70.00

Re: new filing

Dear Sirs:

Please find enclosed the articles of incorporation on Carried
Away, ~~Inc.~~, and appropriate filing fee.

Sincerely,

Anthony J. Comparetto

Anthony J. Comparetto, Esquire
dictated not read

AJC/ted

PH 11/28/97
WAB
PH 11/28/97
4/28/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1996

ANTHONY J. COMPARETTO, ESQ.
5340 CENTRAL AVE
ST PETERSBURG, FL 33707

SUBJECT: ~~CARRIED AWAY, INC.~~
Ref. Number: W96000024958

We have received your document for CARRIED AWAY ^{OF TAMPA BAY, Inc.} ~~INC.~~ and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00053571

Anthony J. Comparetto, Esq.

Attorney at Law

Anthony J. Comparetto, Esq.

Stephen C. Schroeder, Esq.
Of Counsel

LOCATIONS:
St. Petersburg
Tampa

phone (813) 328-7900

January 22, 1997

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

Re: w96000024958
Attn: Pamela Hall

Dear Mrs. Hall,

Please find enclosed the amended articles of incorporation
which supplements our original filing.

Sincerely,


Anthony J. Comparetto, Esquire

AJC/ted

ARTICLES OF INCORPORATION
OF
CARRIED AWAY OF TAMPA BAY, INC.

FILED
97 JAN 28 PM 1:09
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is CARRIED AWAY OF TAMPA BAY, INC. The Corporations principal place of business shall be 200 Madonna Blvd, Tierra Verde, Florida 33715.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 Madonna Blvd, Tierra Verde Florida 33715. The name of the initial registered agent at such address is Henry Cary Palmer.

ARTICLE VI

FILED

Management of Corporation by Stockholders 87 JAN 28 PM 1:09

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the shareholders. STATE FLORIDA

ARTICLE VII

Incorporators

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

Henry Cary Palmer, Jr., 200 Madonna Blvd, Tierra Verde, Florida 33715-1735

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stock holders is subject to this reservation.

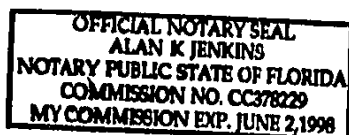
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of November 1996.

I Henry Cary Palmer, Jr. hereby accept the position and duties as registered agent.

Henry Cary Palmer, Jr.
Henry Cary Palmer, Jr.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The forgoing instrument was acknowledge before me this 18 day of November 1996 by Henry Cary Palmer, Jr. who is personally known to me or who has produced FL. Driver's License as identification and who did take and oath



NOTARY PUBLIC

Sign: Alan K. Jenkins

Print: Alan K. Jenkins

State of Florida at Large
Commission No.

My commission expires: June 2, 98