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RE:

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
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FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 10% per Annum.

THANK YOU from Your Capital Connection

TRANSMITTAL LETTER

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

SUBJECT: Carsell, Inc.

Enclosed an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of:

_/ \$70.00 Filing Fee _/ \$122.50
Filing Fee
& Certified Copy

_/ \$131.25 Filing Fee & Certified Copy & Certificate

FROM:

Nickolas C. Ekonomides Ekonomides & Associates Attorneys and Counselors At Law 201 N. Franklin Street, Suite 2350 Tampa, Florida 33602 (813) 228-9508

ARTICLES OF INCORPORATION OF Carsell, Inc.

FILED
97 MAR -3 AHII: 28

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Carsell, Inc.

ARTICLE II PURPOSES

The purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3837 Northdale Boulevard, Suite 248 Tampa, FL 33624

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 all common shares of stock (with a par value of \$1.00 per share).

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Nickolas C. Ekonomides Ekonomides & Associates Attorneys and Counselors At Law 201 N. Franklin Street, Suite 2350 Tampa, Florida 33602

The Board of Directors may, from time to time and without an amendment of these articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the state of Florida.

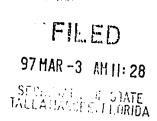
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Nickolas C. Ekonomides Ekonomides & Associates Attorneys and Counselors At Law 201 N. Franklin Street, Suite 2350 Tampa, Florida 33602

The undersigned incorporator has executed these Articles of Incorporation this 26th day of February 1997.

Mickolas C. Ekonomides, Incorporator



CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

To: The Department of State Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Carsell, Inc.

2. The name and address of the registered agent and office is (P.O. Box not acceptable):

Nickolas C. Ekonomides Ekonomides & Associates Attorneys and Counselors At Law 201 N. Franklin Street, Suite 2350 Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

Date: Feb 28/97