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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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NAME: CAROLYN & CO. Associates, Inc.

AUDIT NUMBER.....H97000004547

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 18, 1997

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SUBJECT: CAROLYN & CO.
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ARTICLES OF INCORPORATION
OF
CAROLYN & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be CAROLYN & ASSOCIATES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Dept. of State Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 (.01) par value shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

CAROLYN B. ST ONGE
5300 N.W. 78th Avenue
Lauderhill, FL 33351; and

TERESA LA CALAMITA
9182 N.W. 49th Ct.
Sunrise, FL 33351; and

THIS DOCUMENT PREPARED BY: BENJAMIN H. HAIRE, ATTORNEY-AT-LAW, 5100 WEST COPAN ROAD, SUITE 900, MARGATE, FLORIDA 32003; PH: (954) 974-9340; FL BAR # 311723

ARTICLES OF INCORPORATION OF CAROLYN & ASSOCIATES, INC.
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CHARLOTTE B. ANDREWS
5811 N.W. 81st Terrace
Parkland, FL 33067.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is:

4678 NORTH UNIVERSITY DRIVE
LAUDERHILL, FL 33351;

And the address of this corporation's initial registered office shall be:

5100 W. COPANS RD., SUITE 900
MARGATE, FL 33063.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

BENJAMIN H. HAIRE

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

BENJAMIN H. HAIRE
5100 W. COPANS RD., SUITE 900
MARGATE, FL 33063.

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ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Benjamin H. Haire
BENJAMIN H. HAIRE - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of CAROLYN & ASSOCIATES, INC.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for CAROLYN & ASSOCIATES, INC..

Benjamin H. Haire
BENJAMIN H. HAIRE - Registered Agent

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 TALLAHASSEE, FLORIDA

State Of Florida
 County Of Broward

On Mar. 18, 1997 BENJAMIN H. HAIRE, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of CAROLYN & ASSOCIATES, INC..

Linda S. Robak
 Notary Public

LINDA S. ROBAK

(Notary Public - Printed Or Typed Name)



LINDA S. ROBAK
 COMMISSION # CC 223105
 EXPIRES JUN 18, 1997
 BONDGO THRU
 ATLANTIC BONDING CO., INC.

Commission Expiration Date & Commission Number:

(SEAL)

ARTICLES OF INCORPORATION OF CAROLYN & ASSOCIATES, INC.

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