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FILED

Carousel Connection, INC. 97 JUL 11 PM 12:22

9525 Carlyle Ave.
Surfside Florida 33154
(305) 865-3980

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Department of Corporations
P. O. BOX 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Dear Sirs / Madams,

Enclosed are my Articles of Incorporation for

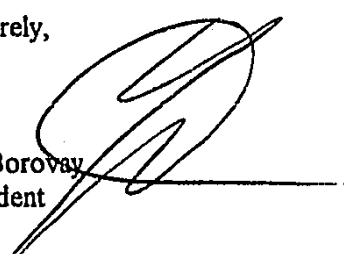
Carousel Connection, INC.

and a check for \$ 122.50 for filing fees.

If there are any questions, please contact Patrick R. Moyal, at 82 N. University Drive, Pembroke Pines, Florida 33024 or call him at (954) 430-3930, Fax (954) 430-3939. Please send all correspondence to Mr. Moyal's office.

Sincerely,

Jon Borovay
President



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Carousel Connection, *INC.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name of corporation :

The name of this corporation is : **Carousel Connection, *INC.***

ARTICLE II - Duration :

This corporation shall have perpetual existence commencing on the date of this filing of those Articles with the Department of State.

ARTICLE III - Purpose :

This corporation is organized for the purposed of transacting of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as same now exists or may hereafter be amended.

ARTICLE IV - Capital Stock :

This corporation is authorized to issue 1000 shares of One dollar par value common stock which shall be designated as "Common Shares".

ARTICLE V - Pre-emptive Rights :

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent :

The street and address of the initial registered office of this corporation is

**9525 Carlyle Ave.,
Surfside Florida 33154**

and the name of the initial registered agent of this corporation upon whom service of process may be had is : Jon Borovay.

ARTICLE VII - Initial Board of Directors :

This corporation shall have one Director constituting the initial Board of Director. The number of directors may be either increased or decreased from time to time by bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is :

Jon Borovay
9525 Carlyle Ave.
Surfside Florida 33154

ARTICLE VIII - Incorporators :

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

Jon Borovay
9525 Carlyle Ave.
Surfside Florida 33154

ARTICLE IX - Indemnification :

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment :

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on :

Jon Borovay
Incorporator

STATE OF FLORIDA }
 } SS
COUNTY OF BROWARD }

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments, personally appeared who is personally known to me, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this .

NOTARY PUBLIC
State of Florida

My Commission Expires :



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted :

FIRST that Carousel Connection, *INC.*, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9525 Carlyle Ave., Surfside Florida as its agent to accept service of process within Florida.

Dated : June 27 th, 1997

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Jon Borovay
Registered Agent