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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: CAROUSEL BUSINESS SYSTEMS INC.  
AUDIT NUMBER.....H97000014395  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
CAROUSEL BUSINESS SYSTEMS INC.

The undersigned, acting as incorporator of CAROUSEL BUSINESS SYSTEMS INC. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is: CAROUSEL BUSINESS SYSTEMS INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

P.O. Box 840009  
Hollywood, FL 33084

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida statutes. The purpose of this corporation is to render in and all services pertaining to CAROUSEL BUSINESS SYSTEMS INC.

Ross Trager, CPA  
1000 N. Hiatus Rd. #110  
Pembroke Pines, FL 33026  
(954) 436-4747

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ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1000 North Hiatus Road, Pembroke Pines, FL 33026 and the name of the corporation's initial registered agent at that address is Ross Trager.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time, as provided in the bylaws, but never be less than one. The name and address of the initial director is:

NAME:  
HOWARD FRANK

ADDRESS:  
1000 N.HIATUS ROAD, SUITE 110  
PEMBROKE PINES, FL 33026

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME:

ADDRESS:

Ross Trager

1000 North Hiatus Road, Suite 110  
Pembroke Pines, Fl. 33026

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders specifically providing that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 28th day of August 1997.

  
Incorporator

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STATE OF FLORIDA )  
COUNTY OF BROWARD ) ss:

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Ross Trager known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the articles of incorporation.

In witness whereof, I have hereunto set my hand and seal in the state and county aforesaid this 28th day of August 1997.



NOTARY PUBLIC, STATE OF FLORIDA  
PHYLLIS TOSIO PUPO  
COMMISSION NO. CC-416748  
MY COMMISSION EXPIRES  
OCT. 24, 1998

Notary Public

ACKNOWLEDGEMENT:

Having been named to accept service of process for corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provision of the Florida Business Corporation Act, and am familiar with, accept, the obligations of that position.

*[Signature]*

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