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September 10, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314

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-09/15/97--01026--016
****122.50 ****122.50

RE: Carol Zarella, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If you have any questions, please call 954-389-5574.

Sincerely,

Carol Zarella
1455 Lantana Dr, Weston, Fl 33326

SEP 16

BSB

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97 SEP 15 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAROL ZARRELLA, INC.**

FILED

97 SEP 15 AM 8:02

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

Carol Zarrella, Inc.

The address of the principal office of this corporation shall be 1455 Lantana Drive, Weston, Fl 33326 and the mailing address of the corporation shall be the same.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences on September 15, 1997.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes.

- A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in either as owner, broker agent, or factor.
- C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations and for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1 par value Stock) which shall be designated "Common Shares."

ARTICLE V- PREEMPTIVE 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 AGENT

The street address of the initial registered agent of this corporation

is: 1455 Lantana Drive, Weston, Fl 33326

The name of the initial registered agent of this corporation at this address

is: Carol Zarrella

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increases or diminished from time to time by the by-laws. The name and address of initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are.

NAME	ADDRESS
Carol Zarrella	1455 Lantana Drive Weston, Fl 33326

ARTICLE VIII- INCORPORATOR

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

NAME	ADDRESS
Carol Zarrella	1455 Lantana Drive, Weston, Fl 33326

ARTICLE IX- BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates,

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein stated this September 10, 1997.

Carol Zarrella
Subscriber

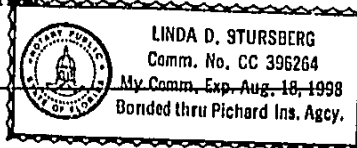
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, an officer authorized to take acknowledgment in the State and County set forth above, personally appeared Carol Zarrella and well known to me to be the person described in and executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposed expressed therein. **IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of Sept, 1997.

Linda D. Stursberg
Notary Public, State of Florida

My Commission Expires:



FILED

SEP 15 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act: Carol Zarrella, Inc. desiring to organize under the laws of the State of Florida has named Carol Zarrella located at 1455 Lantana Drive, Weston, Fl as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Carol Zarrella

Resident Agent