

P970000848/0

September 25, 1997

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: CARRY-ME CRITTERS, INC.

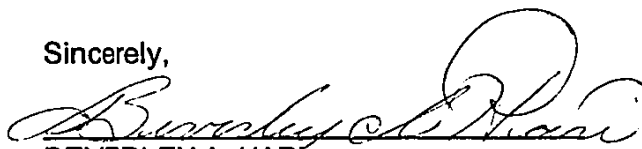
600002305636--3
-09/29/97--01043--027
*****70.00 *****70.00

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of CARRY-ME CRITTERS, INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



BEVERLEY A. HART
4630 South Kirkman Road, Suite 367, Orlando,
FL 32811

FILED
97 SEP 29 PM 12:04
SECRET
TALLAHASSEE, FLORIDA

97-2849
HART

ARTICLES OF INCORPORATION
OF
CARRY-ME CRITTERS, INC.

FILED
97 SEP 29 PM 12:04
SEC. 1
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is CARRY-ME CRITTERS, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 4630 South Kirkman Road, Suite 367, Orlando, FL 32811.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 100,000 shares of common stock with no par value.

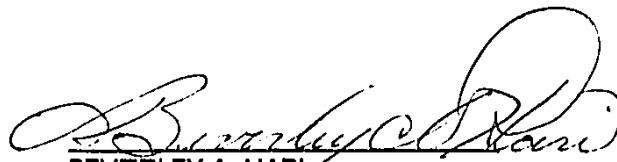
ARTICLE IV

The address of the initial registered office of the Corporation is 4630 South Kirkman Road, Suite 367, Orlando, Florida 32811, and the name of the Corporation's initial registered agent for service of process at such address is BEVERLEY A. HARI.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
BEVERLEY A. HARI, 4630 South Kirkman Road, Suite 367, Orlando, FL 32811.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of September, 1997


BEVERLEY A. HARI
4630 South Kirkman Road, Suite 367
Orlando, FL 32811

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: CARRY-ME CRITTERS, INC.
2. The name of the registered agent and office is:

BEVERLEY A. HARI
4630 South Kirkman Road, Suite 367
Orlando,, Florida 32811

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

Beverly A. Hari
September 25, 1997

FILED
97 SEP 29 PM 12:04
SECRET
TALLAHASSEE, FLORIDA