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BEACH ACCOUNTING AND TAX SERVICE, INC.  
17274 SAN CARLOS BOULEVARD, #202  
FORT MYERS BEACH FL 33931

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 1:12

October 6, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, FL 32301

Gentlemen;

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-10/07/97--01053--004  
\*\*\*\*122.50 \*\*\*\*122.50

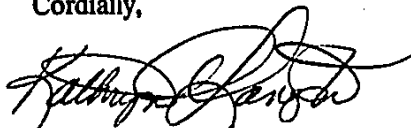
Enclosed please find the Articles of Incorporation for

CRYSTAL CAROUSEL, INC.

along with a check in the amount of \$122.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Cordially,

  
Kathryn A. Langston

10/8/97

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
CRYSTAL CAROUSEL, INC

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**Article 1. Name**

The name of the Corporation is CRYSTAL CAROUSEL, INC. and its principal office and mailing address is 9147 FRANK ROAD, FORT MYERS, FLORIDA 33912

**Article 2. Duration**

The duration of the corporation is perpetual.

**Article 3. Purpose**

The general purposes for which the corporation is organized are as follows:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### **Article 4. Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is five hundred (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors. The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

#### **Article 5. Initial Registered Office and Agent**

The street address of the initial Registered office of the corporation is 17274 San Carlos Blvd., #202, Fort Myers Beach, FL 33931 and the name of the Registered Agent is Edward A. Dallas. The Board of Directors may from time to time move the registered office to any other address in Florida.

#### **Article 6. Initial Board of Directors**

The number of Directors constituting the initial Board of Directors is ONE (1). The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

Arthur E. Smith	9147 Frank Road Fort Myers, FL 33912
Sharie L. Smith	9147 Frank Road Fort Myers, FL 33912

#### **Article 7. Incorporators**

The name and address of each Incorporator is as follows:

Arthur E. Smith	9147 Frank Road Fort Myers, FL 33912
Sharie L. Smith	9147 Frank Road Fort Myers, FL 33912

#### **Article 8. Amendment**

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

#### **Article 9. Indemnification**

The corporation shall indemnify each offices and director including former officers and directors, to the full extent permitted by law.

#### **Article 10. Stock Transfer Restrictions**

Shares of capital stock of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b>Shareholder</b>	<b>Number of Shares</b>
Arthur E. Smith	250
Sharie L. Smith	250

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

#### **Article 11. Rights of Initial Directors**

Each of the initial Directors shall have the right to be a Director of the corporation as long as that respective Director is a shareholder of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as the Director is a shareholder of the corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is shareholder of the corporation at the time of the amendment.

#### **Article 12. Bylaws**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

### **Article 13. Shareholder Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall by an act of the Shareholders.

### **Article 14. Director Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall be an act of the Board of Directors.

### **Article 15. Dividends**

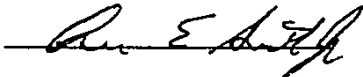
Dividends may be paid to the Shareholders at the discretion of the Board of Directors.

### **Article 16. Informal Director Action**

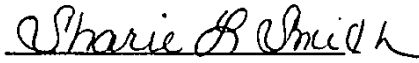
Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are

entitled to vote on such action at a meeting and filed with the Secretary of Corporation as part of the Corporate Records.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 6th day of October, 1997.



Arthur E. Smith

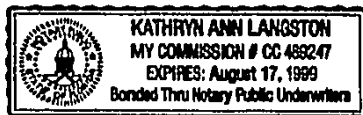


Sharie L. Smith

STATE OF FLORIDA )  
COUNTY OF LEE )

BEFORE ME, the undersigned authority, personally appeared to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed said instrument for purposes therein expressed.

WITNESS my hand and official seal on this 6th day of October, 1997.



  
NOTARY PUBLIC

My Commission Expires:

August 17, 1999

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of  
CRYSTAL CAROUSEL, INC. which is contained in the foregoing Articles of  
Incorporation.

DATED this 6th day of October, 1997.

Edward A. Dallas Edward A. Dallas  
as Registered Agent