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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 24 PM 2:53

November 21, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-11/24/97--01041--012
****122.50 ****122.50

Re: CARTER INVESTMENTS OF SOUTHWEST FLORIDA, INC.

Dear Sir:

In reference to the above, please find enclosed the following:

1. Articles of Incorporation of CARTER INVESTMENTS OF SOUTHWEST FLORIDA, INC.
2. Designation of Registered Agent.
3. Check in the amount of \$122.50 covering the following:
 - a. Filing Fee \$ 35.00
 - b. Registered Agent Fee \$ 35.00
 - c. Certified Copy \$ 52.50

Please file the original, certify the copy, and return same to this office.

Sincerely,


RICHARD D. SPARKMAN

RDS/tl

Enclosures as stated

B. BROWN NOV 25 1997

ARTICLES OF INCORPORATION
OF

CARTER INVESTMENTS OF SOUTHWEST FLORIDA, INC.

The undersigned subscribers, natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation is CARTER INVESTMENTS OF SOUTHWEST FLORIDA, INC.

ARTICLE TWO

DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

STOCK

The corporation shall have authority to issue 7,500 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

ARTICLE FIVE

SUBSCRIBERS

The names and street addresses of the subscribers of the initial issue of stock under these Articles of Incorporation are

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Douglas L. Carter, 3884 Prospect Avenue, Naples, Florida 34104 and William T. McLean, 3884 Prospect Avenue, Naples, Florida 34104.

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 307 Airport Pulling Road North, Naples, Florida 34104. The name of the initial registered agent at such address shall be Richard D. Sparkman.

ARTICLE SEVEN

CORPORATION'S PRINCIPAL OFFICE

The corporation's principal address is 3884 Prospect Avenue Naples, Florida 34104.

ARTICLE EIGHT

MANAGEMENT

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

ARTICLE NINE

INCORPORATORS

The names and addresses of the Incorporators are Douglas L. Carter, 3884 Prospect Avenue, Naples, Florida 34104 and William T. McLean, 3884 Prospect Avenue, Naples, Florida 34104.

ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing Articles of Incorporation on this 21 day of Nov., 1997, in Naples, Collier County, Florida.

Douglas Lee Carter
DOUGLAS L. CARTER

William T. McLean
WILLIAM T. MCLEAN

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared DOUGLAS L. CARTER and WILLIAM T. MCLEAN, known to me personally or identified to me by _____ as the persons described in and who executed the foregoing instrument, and acknowledge to and before me that they executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 21 day of November 1997.

Personally know
Douglas L. Carter

W.D.L.#

in 245938382550

Printed Name

Teena J. Ley
Notary Signature

Seal:

Commission No. _____

OFFICIAL NOTARY SEAL
TEENA J. LEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC498935
MY COMMISSION EXP. OCT. 28, 1999

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DESIGNATION OF REGISTERED AGENT

DOUGLAS L. CARTER and WILLIAM T. MCLEAN, the incorporators of
CARTER INVESTMENTS OF SOUTHWEST FLORIDA, INC. hereby designate
RICHARD D. SPARKMAN of 307 Airport Pulling Road North, Naples,
Florida 34104, to be the registered agent of CARTER INVESTMENTS OF
SOUTHWEST FLORIDA, INC. and RICHARD D. SPARKMAN by and through this
document, hereby accepts the appointment to be registered agent of
CARTER INVESTMENTS OF SOUTHWEST FLORIDA, INC.

Douglas Lee Carter
Incorporator

William T. McLean
Incorporator

SWORN TO and subscribed before me on this 21 day of November, 1997.

Teena J. Ley
Notary Public

Printed Name of Notary
Seal:
My Commission Expires:

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TEENA J. LEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC498935
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WRITTEN ACCEPTANCE BY REGISTERED AGENT FOR
CARTER INVESTMENTS OF SOUTHWEST FLORIDA, INC.

I HEREBY am familiar with and accept the duties and
responsibilities as registered agent for said corporation.


RICHARD D. SPARKMAN

SWORN TO and subscribed before me on this 21 day
of November, 1997.


Notary Public

Printed Name of Notary Public
Seal:
My Commission Expires:

