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JOSEPH BRIEN, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 11:58

December 5, 1997

DIVISION OF CORP. - NEW FILINGS
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32301

400002366714--6
-12/09/97--01041--014
****122.50 ****122.50

RE: **Carousel Liquidation Corp.**

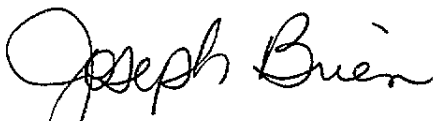
Dear Division of Incorporations:

Enclosed please find Articles of Incorporation for **Carousel Liquidation Corp.**, along with a check in the amount of \$122.50 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely,



Joseph Brien
Attorney At Law

Articles of Incorporation

Carousel Liquidation Corp.

A FLORIDA CORPORATION

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1. The name of the corporation is: **Carousel Liquidation Corp.**
2. The purpose for which this corporation is organized is to **conduct any business considered legal in the United States, Florida and any other State.**
3. The principal place of business and mailing address of the corporation is **2200 N. Ocean Drive, #5, Hollywood, Florida 33019.**
4. The corporation shall have the authority to issue **one million (1,000,000)** shares of common stock, in one class only, each with a par value of **\$0.001.**
5. The registered agent of the corporation is **Christopher Tessier** and the registered address is **2200 N. Ocean Drive, #5, Hollywood, Florida 33019.**
6. The initial Board of Directors shall have **One (1)** member whose name and address is as follows: **Christopher Tessier, 2200 N. Ocean Drive, #5, Hollywood, Florida 33019.**

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.
7. The incorporator of this corporation is **Christopher Tessier** whose address is **2200 N. Ocean Drive, #5, Hollywood, Florida 33019.**

Dated 12-5-97



Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 12-5-97



Registered Agent