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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 AM 8:45

CARTER'S CORNER, INC.
1610 STATE ROAD 17, NORTH
SEBRING, FLORIDA 33870

January 11, 1998

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

RE: Carter's Corner, Inc.

EFFECTIVE DATE

1-31-98

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-01/28/98--01054--013
*****70.00 *****70.00

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00.

This represents the cost of the Filing Fee and Fee for Registered Agent Designation for the above named corporation.

Sincerely,

L. D. Carter

L. D. Carter, President

D. BROWN JAN 30 1998

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ARTICLES OF INCORPORATION
OF
CARTER'S CORNER, INC.

EFFECTIVE DATE
1-31-98

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is CARTER'S CORNER, INC.

ARTICLE II - DURATION

This Corporation shall exist in perpetuity, commencing five (5) business days prior to the time of filing these Articles with the Department of State, unless dissolved according to Florida Law.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of capital stock, which shall be designated "Common Stock". All common shares shall be identical with each other in every respect, and the holders thereof shall be entitled to one (1) vote for each share upon matters on which shareholders have a right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The address, and mailing address, of the principal office of the Corporation is 1610 State Road 17 North, Sebring, Florida, 33870.

ARTICLE V - BOARD OF DIRECTORS

Since this Corporation will have fewer than thirty five (35) shareholders, a Board of Directors shall not be required and the shareholders shall perform all of the duties of a Board of Directors as set forth in Florida Statute 607.

ARTICLE VI - INITIAL REGISTERED AGENT

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is L. D. Carter, 1610 State Road 17 North, Sebring, Florida, 33870.

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

L. D. Carter
1610 State Road 17 North
Sebring, Florida 33870

President

Martha S. Carter
1610 State Road 17 North
Sebring, Florida 33870

Vice-President/Treasurer

Rex L. Orpurt
217 Prado Circle
Sebring, Florida 33870

Secretary

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 27th day of JANUARY,
1998.

L. D. Carter
L. D. Carter, Incorporator

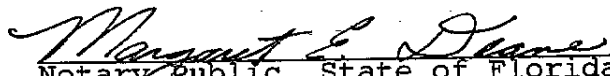
Martha S. Carter
Martha S. Carter, Incorporator

Rex L. Orpurt
Rex L. Orpurt, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF HIGHLANDS)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County set forth above to take acknowledgments, personally appeared L. D. Carter, Martha S. Carter, and Rex L. Orpurt, to me personally known and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 27th day of JANUARY, 1998.


Notary Public, State of Florida
at Large. My Commission Expires:



Margaret E Doane
My Commission CC683681
Expires October 25, 2001

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CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
CARTER'S CORNER, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above Corporation, desiring to organize under the laws
of the State of Florida with its registered office as indicated
in the Articles of Incorporation at 1610 State Road 17 North,
Sebring, Florida, 33870, has named L. D. Carter, located at
the aforesaid address, as its Registered Agent to accept
service of process within this state.

ACKNOWLEDGMENT

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 provisions of Florida law in keeping open
said office.



Registered Agent