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NAME: CAROLCOEUR, INC.
AUDIT NUMBER.....H98000006678
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**ARTICLES OF INCORPORATION OF
CAROLCOEUR, Inc.**

ARTICLE I - NAME

The name of the corporation is CAROLCOEUR, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Carol Viaz, 6790 SW 74 Street, South Miami, FL 33143.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 6790 SW 74 Street, South Miami, FL 33143.

De Leon & De Leon, P.A.
4N.W. 2nd Street
Suite 218
Miami, Florida 33128
(305) 374-5494
Florida Bar No.: 989959

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ARTICLE VII - OFFICERS

The affairs of CAROLCOEUR, INC., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President -	CAROL VIAU - 6790 SW 74 Street, South Miami, Florida 33143.
Vice President -	J. PAUL VIAU - 6790 SW 74 Street, South Miami, Florida 33143.
Secretary -	CAROL VIAU
Treasurer -	CAROL VIAU

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The name and address of the director of this corporation is:

1. CAROL VIAU - 6790 SW 74 Street, South Miami, Florida 33143

ARTICLE IX - BY LAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

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ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator, who is also the person signing these Articles is:

Carol Viau

6790 SW 74 Street
South Miami, Florida 33143

ARTICLES XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Miami, Florida on the 1th day of April, 1998.

Carol Viau
Carol Viau

STATE OF FLORIDA]

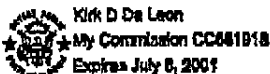
COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared Carol Viau, who is personally known to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made an subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, DADE County, Florida, this 1th day of April, 1998.

My Commission Expires:

Kirk D De Leon
Notary Public of the State
of Florida at Large



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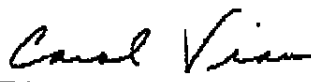
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts to act in the capacity of Registered Agent for CAROLCOEUR, INC., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 1th day of April, 1998.



Carol Vian

This instrument prepared by:

De Leon & De Leon, P.A.
7 N.W. 2nd Street
Suite 218
Miami, Florida 33128
(305) 374-5494
Florida Bar No.: 989959
ari@deleon.com/legal/vian

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