



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 791364 8722A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : April 22, 1998

ORDER TIME : 1:15 PM

ORDER NO. : 791364-005

CUSTOMER NO: 8722A

CUSTOMER: Peter Margolin, Esq
MARGOLIN AND MARGOLIN

Lake Wyman Plaza, Suite 450
2424 North Federal Highway
Boca Raton, FL 33431

900002497209--4

DOMESTIC FILING

NAME: ~~CAROUSEL & CO., INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

2544-
W98-9100

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 3:31

RECEIVED
98 APR 27 PM 4:14
DIVISION OF CORPORATIONS



REC

98 APR 23 11:55
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 3:31

April 23, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CAROUSEL & CO., INC.
Ref. Number: W98000009100

RESUBMIT

Please give original
submission date as file date.

We have received your document for CAROUSEL & CO., INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 498A00022004

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 3:31

ARTICLES OF INCORPORATION
OF
CAROUSEL CONGRESS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAROUSEL CONGRESS, INC.

The address of the principal office of this corporation shall be 1450 Southwest 10th Street, Suite 8, Park 10 Business Park, Delray Beach, Florida 33444 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Joseph Carosella Dir.	1450 Southwest 10th Street, Suite 8 Park 10 Business Park Delray Beach, Florida 33444
--------------------------	---

Michael Bianchini Dir.	Same
---------------------------	------

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX. INCORPORATOR

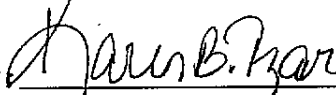
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on APRIL 22, 1998.

CORPORATION SERVICE COMPANY

By



Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 3:31

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By Karen B. Rozar

Its Agent, Karen B. Rozar

GLS/das