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Joseph E. Carpenter, Jr.
Attorney at Law

Practice Areas:
Corporate
Commercial
General Law

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April 20, 1998

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

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-04/23/98--01064--012
****122.50 ****122.50

Re: Jim Carpenter, Inc.

Gentleman:

I am enclosing herewith an original and copy of the Articles of Incorporation for the above referenced corporation. In addition, a check in the amount of \$ 122.50 is enclosed which represents the following fees:

| | |
|----------------------|-----------------|
| Filing Fees | \$ 35.00 |
| Certified Copy | \$ 52.50 |
| Registered Agent Fee | \$ 35.00 |
| Total | <u>\$122.50</u> |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very Truly Yours,
Joseph E. Carpenter, Jr.
Joseph E. Carpenter, Jr.

DME
4/24/98

Enclosures

FILED
98 APR 23 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
Of
Jim Carpenter, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of organizing a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation is Jim Carpenter, Inc.
("Corporation").

ARTICLE II. - PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address of the principal office of the Corporation in the State of Florida is:

6830 N.W. 16th Terrace
Ft. Lauderdale, FL 33309

ARTICLE III. - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV. - CAPITAL STOCK

The total number of shares of stock that the Corporation shall have authority to issue is 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joseph E. Carpenter, Jr.
6830 N.W. 16th Terrace
Ft. Lauderdale, FL. 33309

ARTICLE VI. - INCORPORATORS

The name and mailing address of the sole incorporator is:

Joseph E. Carpenter, Jr.
6830 N.W. 16th Terrace
Ft. Lauderdale, Fl 33309

ARTICLE VII. - DURATION

The Corporation shall have perpetual existence.

ARTICLE VIII. - BOARD OF DIRECTORS

Management of the business and conduct of the affairs of the Corporation shall be vested in the Board of Directors. The number of directors which shall constitute the Board of Directors shall be fixed in the manner provided in the Bylaws. The Board of Directors may be either increased or diminished from time to time by the shareholders. Election of directors need not be by written ballot but may be by written consent.

ARTICLE IX. - INDEMNIFICATION

The Corporation may, to the fullest extent permitted by the provisions of The Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Act from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X. - AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Florida, at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders or the incorporator by these Articles of Incorporation are granted subject to the provision of this Article X.

ARTICLE XI - Effective Date.

The effective date of these Articles of Incorporation of the Corporation and the time where the existence of the Corporation shall commence shall be upon its filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of April, 1998

By: Joseph E. Carpenter, Jr.
Joseph E. Carpenter, Jr.

Incorporator

Having been named as registered agent for the above stated Corporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607, Florida Statutes.

By: Joseph E. Carpenter, Jr.
Joseph E. Carpenter, Jr.

Registered Agent

FILED
98 APR 23 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA