

P98000046497

April 30, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200002512242--3  
-05/05/98--01147--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: SAM CARRE, INC.

EFFECTIVE DATE  
5-1-98

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,

*Samuel P. Carre*

Samuel P. Carre  
SAM CARRE, INC.  
P.O. Box 640458  
Beverly Hills, FL 34467-0458

FILED  
98 MAY -5 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Encl (7)

8

*Samuel P. Carre*  
5/6/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 8, 1998

SAMUEL P. CARRE  
P.O. BOX 640458  
BEVERLY HILLS, FL 34467-0458

SUBJECT: SAM CARRE, INC.  
Ref. Number: W98000010553

We have received your document for SAM CARRE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 298A00025686

May 19, 1998

As instructed in our telephone conversation today, I am returning Articles of Incorporation for "Sam Carre, Inc." Because the pronouncement of the name is Karrie and not Car, you have advised me that this name is acceptable. If there is any further problem please call Mrs. Lee Cable at 352-746-1070.

**ARTICLES OF INCORPORATION  
OF  
SAM CARRE, INC.**

**FILED**  
98 MAY -5 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, being a person competent to contract,  
subscribe to these Articles of Incorporation to form a corporation for profit  
under the Florida Business Corporation Act.

**ARTICLE 1 - NAME AND ADDRESS**

The name and address of the corporation shall be:

**EFFECTIVE DATE**  
5-1-98

**SAM CARRE, INC.  
P.O. Box 640458  
895 W. BEAKRUSH LANE  
BEVERLY HILLS, FL 34465**

**ARTICLE II - TERM OF EXISTENCE**

The effective date upon which this Corporation shall come into existence  
is **May 1, 1998**, and it shall exist perpetually thereafter unless dissolved  
according to law.

**ARTICLE III - BUSINESS AND ACTIVITIES**

This corporation may engage or transact in any or all lawful activities or

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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 IV - CAPITAL STOCK**

- A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of 1.00 per share.
- B. The consideration to be paid for each such share shall be fixed by the corporation.

#### **ARTICLE V - LIABILITY**

No officer, director or shareholder shall be personally liable for any debts of this corporation.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address in Florida of the corporation's initial registered office and the name of its initial Registered Agent is: **SAMUEL P. CARRE, 895 W. Beakrush Ln, Beverly Hills, FL 34465.**

#### **ARTICLE VII - DIRECTORS**

- A. The initial number of Directors of this Corporation shall be one, whose name and address is:

**Samuel P. Carre, P.O. Box 640458, Beverly Hills, FL 34464-0458.**

- B. The number of Directors may be either increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator signing these Articles is:

**Samuel P. Carre, 895 W. Beakrush Ln, Beverly Hills, FL 34465**

#### **ARTICLE IX - LOST OR DESTROYED CERTIFICATES**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.


#### **ARTICLE X - AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### **ARTICLES VI - BY LAWS**

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

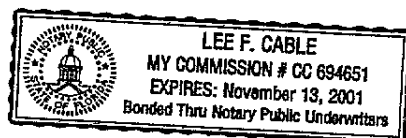
IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 27<sup>th</sup> day of April 1998.

  
Samuel P. Carre

STATE OF FLORIDA  
COUNTY OF CITRUS:

BEFORE ME, a Notary Public authorized in the State and County set forth  
above, personally appeared Samuel P. Carre, who is personally known to me  
to be the person who executed the foregoing Articles of Incorporation, and  
who acknowledged before me that he executed these Articles of Incorporation.

WITNESS MY HAND and official seal on this 27<sup>th</sup> day of April 1998..



  
NOTARY PUBLIC

My commission Expires:  
November 13, 2001

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

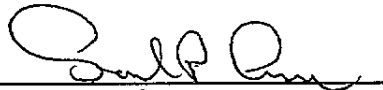
**CERTIFICATE OF REGISTERED AGENT  
OF  
SAM CARRE, INC.**

Pursuant to Florida Statutes Sections 607.0501 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 P.O. Box 640458, 895 W. Beakrush Lane, Beverly Hills, FL 34465 has named Samuel P. Carre located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

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.



Samuel P. Carre  
Registered Agent

**FILED**  
98 MAY -5 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA