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NAME: CARBO INDUSTRIES, INC.

AUDIT NUMBER.....H98000018541

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
CARBO INDUSTRIES, INC.**

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

CARBO INDUSTRIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**3974 N.W. 63 TERRACE
CORAL SPRINGS, FLORIDA 33067**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares having a par value of **ONE DOLLAR (1.00)** per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
**MATHEW L. BOGART, JR.
3974 N.W. 63 TERRACE
CORAL SPRINGS, FLORIDA 33067**

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
**ANTHONY G. COLEMAN, JR.
3974 N.W. 63 TERRACE
CORAL SPRINGS, FLORIDA 33067**

These Articles of Incorporation Prepared By:
**Anthony G. Coleman, Jr., Esq.
6194 North Federal Highway
Boca Raton, Florida 33487
(561) 998-5281
Florida Bar Number 368863**

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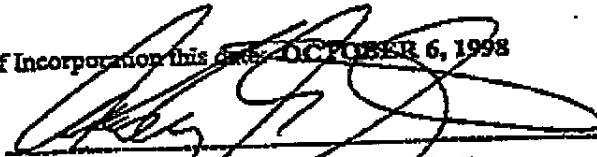
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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:

ANTHONY G. COLEMAN, JR.
3974 N.W. 63 TERRACE
CORAL SPRINGS, FLORIDA 33067

The undersigned has (have) executed these Articles of Incorporation this date: **OCTOBER 6, 1998**

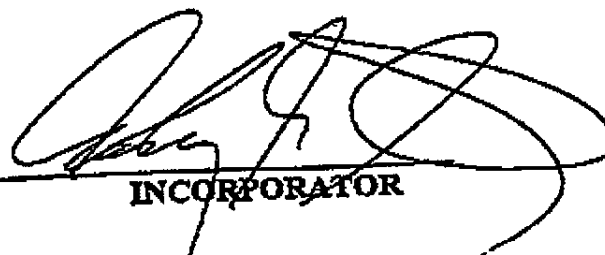

ANTHONY G. COLEMAN, JR., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

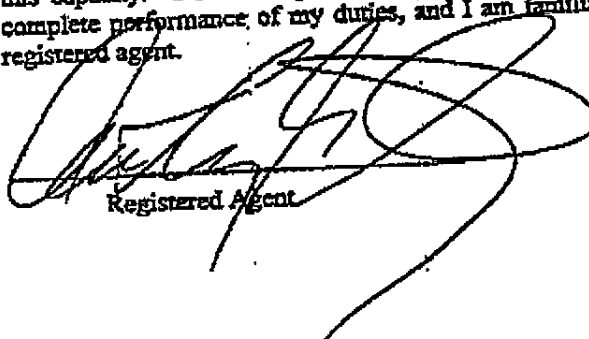
1. The name of the corporation is: **CARBO INDUSTRIES, INC.**
2. The name and address of the registered agent and office is: **ANTHONY G. COLEMAN, JR.**
3974 N.W. 63 TERRACE
CORAL SPRINGS, FLORIDA 33067

SIGNATURE
TITLE:


INCORPORATOR

DATE: **OCTOBER 6, 1998**

Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent

OCTOBER 6, 1998
Date

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