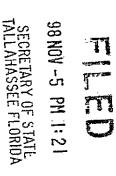
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ARTICLES OF INCORPORATION

OF

BILL CARSON, INC.



The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

BILL CARSON, INC.

The address of the initial principal office of this corporation shall be:

3141 Sheridan Avenue Miami Beach, Florida 33140

and the mailing address of the corporation shall be the same.

ARTICLE II DURATION OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE III GENERAL PURPOSE

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.

Page 1 of 3

ARTICLE IV CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE V INITIAL REGISTERED OFFICE & RESIDENT AGENT

The street address of the initial registered office of the corporation, and the name of the initial registered agent at that address is as follows:

William M. Carson, Jr. 3141 Sheridan Avenue Miami Beach, Florida 33140

ARTICLE VI INITIAL OFFICER AND DIRECTOR

This corporation shall have one Director, initially. The name and street address of the initial Director and initial Officer who shall hold office for the first year of the corporation's existence, or until successors are elected or appointed is:

William M. Carson, Jr. 3141 Sheridan Avenue Miami Beach, Florida 33140 Director - President/Sole Officer

ARTICLE VII INCORPORATOR OF CORPORATION

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

William M. Carson, Jr. 3141 Sheridan Avenue Miami Beach, Florida 33140

Page 2 of 3

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation has executed these Articles of Incorporation this _______ day of ________, 1998.

Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, 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 of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.

Resident Agent A

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