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H. S. BLAIR & ASSOCIATES, INC.

1505 S.E. 40TH STREET, SUITE C, CAPE CORAL FL 33904
TEL. (941) 549-9499 FAX (941) 549-5133

Wednesday, November 18, 1998

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

900002693439--9
-11/23/98--01045--005
*****70.00 *****70.00

Re.: Karo Of Southwest Florida, Inc.

Ladies and Gentlemen:

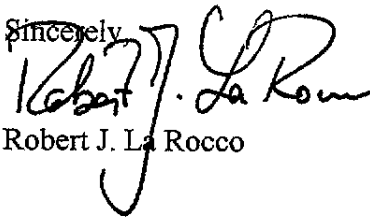
We submit the Articles of Incorporation for Karo Of Southwest Florida, Inc. for filing, together with a check in the amount of \$70.00.

Please return the second copy of the Articles of Incorporation stamped / certified to the following address:

Karo Of Southwest Florida, Inc.
1505 S.E. 40th Street, Suite C
Cape Coral FL 33904

If you should have any questions, please call us at (941) 549-9499.

Sincerely,


Robert J. La Rocco

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
Karo Of Southwest Florida, Inc.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is Karo Of Southwest Florida, Inc.. The principal place of business is 1505 S.E. 40th Street, Suite C, Cape Coral FL 33904. The mailing address of the corporation is 204 Kamal Parkway, Cape Coral FL 33904.

ARTICLE II - Commencement and Duration

The corporation is to commence its existence on the date of filing, and shall have perpetual existence thereafter until dissolved by law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one initial director as follows: ..

RENATE KAIBLINGER

204 Kamal Parkway
Cape Coral FL 33904

ARTICLE VI - Officers

The initial officers shall be as follows:

President	RENATE KAIBLINGER
Vice-President	ROBERT ZECHMEISTER
Secretary	RENATE KAIBLINGER
Treasurer	RENATE KAIBLINGER

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ARTICLE VII - By-Laws

The power to adopt, amend, alter or repeal by-laws shall be vested in the board of directors.

ARTICLE VIII - Incorporator

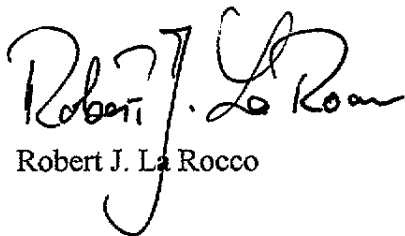
The name and address of the incorporator to these articles of incorporation is:

ROBERT J. LA ROCCO 1505 S.E. 40th Street, Suite C
Cape Coral FL 33904

ARTICLE IX - Initial Registered Agent

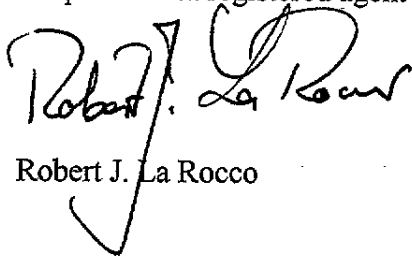
The street address of the initial registered office and agent of the corporation is 1505 S.E. 40th Street, Suite C, Cape Coral FL 33904, and the name of the initial registered agent at that address is Mr. Robert J. La Rocco

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation on this 18th day of November, 1998.


Robert J. La Rocco

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert J. La Rocco, having a business office identical with the registered office of the corporation name, and having been designated as the registered agent in the Articles of Incorporation, of Karo Of Southwest Florida, Inc., is familiar with and accepts the obligations of the position of registered agent under the applicable provisions of the Florida Statutes.

A handwritten signature in black ink, appearing to read "Robert J. La Rocco", with a large, stylized flourish at the end.

Robert J. La Rocco

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