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Beth Amado
1401 N.W. 15th Ave. #2
Boca Raton, Florida 33486
(561) 338-3784

February 26, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **AVERY CARLE, INC.**

Dear Sirs:

Enclosed are two (2) Copies of the Articles of Incorporation of **AVERY CARLE INC.**, and the appointment of Registered Agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Sincerely,

Beth Amado

Beth Amado
Bookkeeper

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AVERY CARLE, INC.

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:

AVERY CARLE, INC.

2. The period of its duration is **perpetual**.

3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

**CARL A. NELSON
230 S.E. 10th Street #B108
Delray Beach, Florida 33484**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. The number of directors constituting its initial board of Directors is one (1), whose name and address is as follows:

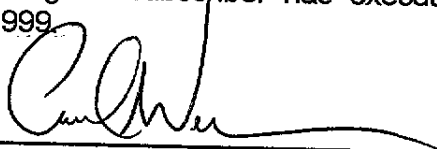
CARL A. NELSON - SS #215-72-8501
230 S.E. 10th Street #B108
Delray Beach, Florida 33484

8. The name and address of the initial incorporator is as follows:

CARL A. NELSON - 100 Shares
230 S.E. 10th Street #B108
Delray Beach, Florida 33484

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of Feb., 1999.


Carl A. Nelson - Incorporator

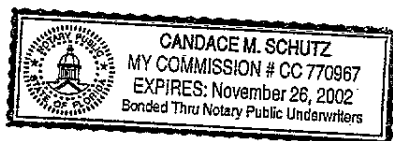
STATE OF FLORIDA }

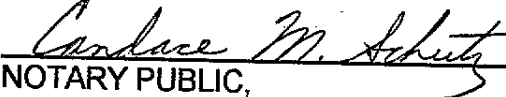
COUNTY OF PALM BEACH }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared **CARL A. NELSON**, who, after first being duly sworn, deposes and says that he is the person described in and who subscribed to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of his knowledge and belief of **CARL A. NELSON**.

SWORN TO AND SUBSCRIBED before me this 22 day of FEB., 1999.

My Commission Expires:




NOTARY PUBLIC,
STATE OF FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

AVERY CARLE, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

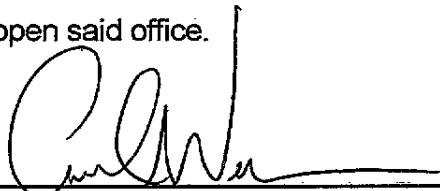
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

**230 S.E. 10th Street #B108
Delray Beach, Florida 33484**

has named **Carl A. Nelson**, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provision of Florida Law in keeping open said office.



Carl A. Nelson - Registered Agent

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TALLAHASSEE, FLORIDA