

Law Offices

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Atlanta	Northern Virginia
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May 20, 1999

Division of Corporations
Secretary of State
P. O. Box 5588
Tallahassee, FL 32314

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-05/25/99-01064-001
****122.50 ****78.75

~~Re: Carely's, Inc.~~

Dear Ladies/Gentlemen:

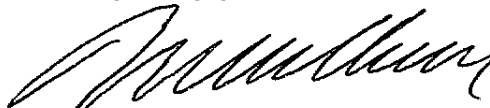
F.G.S. International Services, LLC

Enclosed for filing please find Articles of Incorporation of Carely's, Inc., together with our check in the amount of \$122.50.

Please return a certified copy to the undersigned in the envelope provided for your convenience.

Thank you for your assistance.

Very truly yours,



Mark D. Shuman

MDS/sr
Enclosures (2) + Reply Env.

MEL1 #428928 V1

FILED
99 JUN 22 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/24/01

6/22/99

ARTICLES OF INCORPORATION

OF

F.G.S. INTERNATIONAL SERVICES, INC.

FILED
JUN 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be F.G.S. INTERNATIONAL SERVICES, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 5856 Riverside Drive, Melbourne Beach, Florida, 32951.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1499 S. Harbor City Boulevard, Suite 303, Melbourne, Florida, 32901. The name of the initial registered agent of the Corporation at the registered office shall be Mark D. Shuman.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of ONE (1). The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Felix Szantyr	c/o Mayerhoeffter 5856 Riverside Drive Melbourne Beach, Florida 32951

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

Name

Mark D. Shuman

Address

1499 S. Harbor City Boulevard
Suite 303
Melbourne, Florida 32901

Executed this 4th day of May, 1999.



Mark D. Shuman, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and 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.



Mark D. Shuman
Registered Agent

Date: May 4, 1999

MEL1 #428917 v1

FILED
99 JUN 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA