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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CART SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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ARTICLES OF INCORPORATION

OF

CART SYSTEMS, INC.

ARTICLE I

The name of this corporation shall be:

CART SYSTEMS, INC.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is 7,500 shares of \$0.01 par value each.

ARTICLE IV

The Shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the Stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at 1110 Brickell Ave., Suite #609, Miami, FL 33131, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

PREPARED BY: GUIDO A. AGUILERA, ESQ. FLORIDA BAR NO: 135749
815 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134

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ARTICLE VII

The initial registered office of this corporation shall be at 1110 Brickell Ave., Suite #609, Miami, FL 33131. The initial registered agent at such address shall be:

CARLOS R. PORRO

ARTICLE VIII

This corporation shall at all times have at least one and not more than five (5) Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

CARLOS R. PORRO
1110 Brickell Ave., #609
Miami, FL 33131

LUCIANO SALVIETTI
250 W. 74th Place, #302
Hialeah, FL 33014

ILEANA T. ALBERNI
4649 Ponce de Leon Blvd., Suite 404
Coral Gables, FL 33146

XIOMARA ELIZABETH POLEWASKY
7614 Caron Road
Tampa, FL 33615

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ARTICLE X

The names and addresses of the subscribers are:

CARLOS R. PORRO
1110 Brickell Ave., #609
Miami, FL 33131

LUCIANO SALVIETTI
250 W. 74th Place, #302
Hialeah, FL 33014

ILEANA T. ALBERNI
4649 Ponce de Leon Blvd., Suite 404
Coral Gables, FL 33146

XIOMARA ELIZABETH FOLEWASKY
7614 Caron Road
Tampa, FL 33615

ARTICLE XI

The By-Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him as such Director. The right of indemnification herein provided for shall not be

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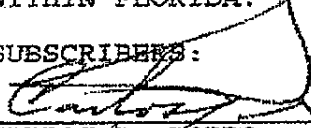
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT CART SYSTEMS, INC. , DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED CARLOS R. PORRO, LOCATED AT CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SUBSCRIBERS:


CARLOS R. PORRO


LUCIANO SALVIETTI


ILEANA T. ALBERNI


XIOMARA ELIZABETH POLEWASKY

DATE: 7/8/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

(RESIDENT AGENT)
CARLOS R. PORRO

DATE: 7/8/99

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