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LAW OFFICE
COLIN C. CUSHNIE, P.A.
COLIN C. CUSHNIE, ESQUIRE

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PORT ST. LUCIE, FL 34952
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July 12, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

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****122.50 *****78.75

RE : Articles of Incorporation of CAROLE'S CARIBBEAN
CREATIONS, INC.

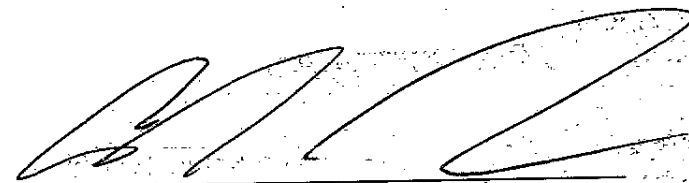
Dear Division Representative:

I am enclosing the original and a copy of the proposed Articles of
Incorporation for Carole's Caribbean Creations, Inc.

Kindly file the original and return a certified copy to me.

Also, enclosed please find our check in the amount of \$122.50 for the
cost of filing and obtaining the certified copy.

Sincerely,



Colin C. Cushnie, Esquire

CCC/cjc

Enclosures

FILED
99 JUL 14 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CAROLE'S CARIBBEAN CREATIONS, INC.**

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99 JUL 14 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of this corporation under the "Florida Business Corporation Act", as amended adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is:

CAROLE'S CARIBBEAN CREATIONS, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of operating a wholesale distributorship and for transacting any and all lawful business for which corporations may be incorporated under the " Florida Business Corporation Act."

ARTICLE III

General Powers and Duration

The Corporation shall have perpetual duration and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation power.

1. To sue and be sued, complain and defend in its corporate name;
2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it by impressing or affixing it or any other manner reproducing it;
3. To purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange and otherwise dispose of all or any part of its property;
5. To lend namely to, and to use its credit to assist its officers and employees in accordance with F.S. Section 607.0833;
6. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interest in, or obligation of any other entity;
7. To make contracts and guarantees, incur liabilities, borrow money, issues its

notes, bonds, and other obligations (which may be convertible into or include option to purchase other securities of the corporation) and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns directly or indirectly a majority of the outstanding stock of the contracting corporation, which contract of guaranty and surety ship shall be deemed necessary or convenient to conduct, promotion, or attainment of the business of the contracting corporation;

8. To lend money, invest and reinvest its funds and receive and hold real and personal property as security for repayment;

9. To conduct its business, locate offices, and exercise the powers granted by the Florida Business Corporations Act within or without this State;

10. To make and amend bylaws not inconsistent with these Articles of Incorporation or with the laws of this State for managing the business and regulating the affairs of the corporation;

11. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of this State, for managing the business and regulating the affairs of the corporation;

12. To make donations for the public welfare or charitable, scientific or educational purposes;

13. To transact any lawful business that will aid governmental policy;

14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

15. To pay pensions and establish pension plans, pension trust, profit sharing plans, share bonus plans, share option plans and benefits or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

ARTICLE VI

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors may be increased, and after said increase, decreased from time to time by the Bylaws of the shareholders. In no event shall the number of directors be less than one (1).

The names and street addresses of the members of the first Board of Directors are:

Name	Address
Carole J. Cushnie	3640 NE M-Cari Lane Jensen Beach, Florida 34957

ARTICLE VI

Incorporator

The name and address of the person signing the Articles of Incorporation as the Incorporator is:

Carole J. Cushnie	3640 NE M-Cari Lane Jensen Beach, Florida 34957
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ARTICLE VII

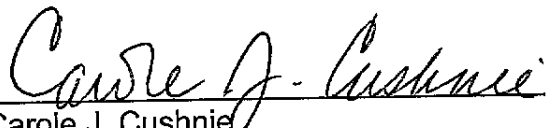
Date Corporate Existence Commences

The date when the corporate existence for this corporation shall begin shall be upon the filing of these Articles of Incorporation.

ARTICLE VIII

Registered Agent

The undersigned, as an individual who resides in this State, whose business office is identical with the registered office of this corporation, does hereby state that he accepts appointment as Registered Agent for this corporation and is familiar with and accepts the obligations of this position.


Carole J. Cushnie
Registered Agent
1541 SE Port St. Lucie Boulevard
Suite F
Port St. Lucie, Florida 34952

ARTICLE IX

Bylaws

The power to adopt, alter, amend and to appeal the Bylaws shall be vested in and is hereby reserved to the shareholders. The Bylaws shall be adopted, altered, amended, or repealed as provided therein.

ARTICLE X

Address

The initial mailing address of the principal office of this corporation in the State of Florida is: 1541 SE Port St. Lucie Boulevard, Suite F, Port St. Lucie, Florida 34952.

ARTICLE XI

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

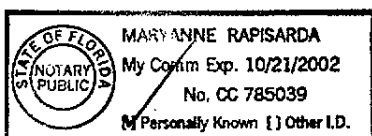
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation

this 12th day of July 1999

Carole J. Cushnie
Carole J. Cushnie

STATE OF FLORIDA
COUNTY OF SAINT LUCIE

The foregoing instrument was acknowledged before me this 12th day of July 1999 by
Carole J. Cushnie who is personally known by me ☒ or who produced _____ as
identification and who did _____ did not _____ take an oath.



Mary Anne Rapisarda
NOTARY PUBLIC

FILED
99 JUL 14 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA