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CARLAINE, INC.
694 CHENEY HIGHWAY
TITUSVILLE, FLORIDA 32780

OCTOBER 25, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

FILED
99 NOV -2 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100003032151--6
-11/02/99--01047--002
122.50 **78.75

SUBJECT: CARLAINE, INC.

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$122.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,

CARLAINE, INC.

Robert C Bianco

ROBERT C. BIANCO

*(14)
11/4/99*

ARTICLES OF INCORPORATION OF

CARLAINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:
CARLAINE, INC.

ARTICLE II. DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF
TRANSACTIONING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF \$1.00
PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON
SHARES"

ARTICLE V. INITIAL REGISTRATION AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:
ROBERT C. BIANCO
2255 KANSAS STREET
TITUSVILLE, FLORIDA 32780

ARTICLES VI. INCORPORATORS AND INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE INCORPORATOR AND ONE BOARD OF DIRECTOR MEMBER. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OF DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

ROBERT C. BIANCO
2255 KANSAS STREET
TITUSVILLE, FLORIDA 32780

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT 2255 KANSAS STREET, TITUSVILLE FLOIRDA 32780, AND THE MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF DIRECTIONS.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 25TH OCTOBER 1999.

Robert C. Bianco
ROBERT C. BIANCO

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITES THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
CARLAINE, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
ROBERT C. BIANCO
2255 KANSAS STREET
TITUSVILLE, FLORIDA 32780

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.

Robert C. Bianco
ROBERT C. BIANCO
OCTOBER 25, 1999

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