

THE LAW FIRM OF  
**SWANSON • MIDGLEY • LLC**

Crown Center  
2420 Pershing Rd., Ste. 400  
Kansas City, MO 64108  
Telephone: (816) 842-6100  
FAX: (816) 842-0013  
www.swansonmidgley.com

Founded in 1886

Commerce Plaza I  
7th Floor  
7300 W. 110th Street  
Overland Park, KS 66210  
Telephone: (913) 317-2717  
FAX: (913) 317-1505

November 29, 1999

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

700003040817--6  
-11/10/99--01046--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Carter Industries, Inc.  
Ref. Number: W99000026032

Dear Ms. Batten:

I apologize for not returning your call. I never received a message that you had called. In the future, if you have any questions or comments, my telephone extension is 113.

I have enclosed the original Articles of Incorporation for the above-referenced corporation. I have also enclosed the original Acceptance of Appointment as Registered Agent which you returned with your letter dated November 23, 1999 and one copy of the same. In addition, I have enclosed two copies of the Articles of Incorporation. Please file stamp one copy and return it to me in the enclosed postage paid envelope. I assume that you kept the check for the filing fee since I did not receive it with either of your letters.

If you have any questions or comments, please call me directly. Thank you for your assistance in this matter.

Very truly yours,

SWANSON MIDGLEY, LLC

By:

Mark E. Klinkenberg

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 23, 1999

SWANSON & MIDGLEY, LLC  
CROWN CNTR., 2420 PERSHING RD., STE. 400  
KANSAS CITY, MO 64108-2505

SUBJECT: CARTER INDUSTRIES, INC.  
Ref. Number: W99000026032

We have received your document for CARTER INDUSTRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

I received your Registered Agent Acceptance. But, you did not return the Articles. I am holding the Registered Agent Acceptance in my pending. I called your office and left my name and telephone number but I never received a return call.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 799A00054449

ARTICLES OF INCORPORATION

OF

CARTER INDUSTRIES, INC.

FILED  
99 DEC -6 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural person of the age of eighteen years or more, for the purpose of forming a corporation under The Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the corporation is: Carter Industries, Inc.  
2420 Pershing Road, Suite 400  
Kansas City, Missouri 64108

ARTICLE TWO: REGISTERED AGENT

The address, including street and number, if any, of the corporation's initial registered office in this state is: 1200 South Pine Island Road, Plantation, Florida 33324; and the name of its initial registered agent at such address is: CT Corporation.

ARTICLE THREE: STOCK

The aggregate number, class and par value, if any, of shares which the corporation shall have the authority to issue shall be: Thirty Thousand (30,000) shares of common stock of no par value per share. There are no preferences, qualifications, limitations, restrictions, nor any special or relative rights, including convertible rights, in respect of the shares of each class.

ARTICLE FOUR: PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE FIVE: INCORPORATOR

The name and place of residence of the incorporator is Daniel V. Hiatt, 2420 Pershing Road, Suite 400, Kansas City, Missouri 64108.

**ARTICLE SIX: DIRECTORS**

(a) The number of directors to constitute the first Board of Directors is one (1). The number of directors may be changed at any time as controlled by the bylaws of the Corporation. Any changes in the number will be reported to the Secretary of State within thirty (30) calendar days of such change.

(b) The name and mailing address of each person who is to serve as a director until the first annual meeting of the shareholders or until a successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Daniel V. Hiatt	2420 Pershing Road, Suite 400 Kansas City, Missouri 64108

**ARTICLE SEVEN: DURATION**

The duration of the corporation is perpetual.

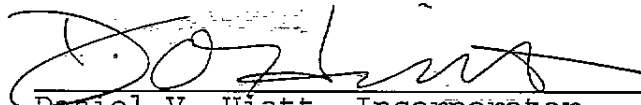
**ARTICLE EIGHT: PURPOSE**

The corporation is organized to provide management and consulting services and to engage in any other lawful act or activity for which corporations may be organized under The Florida Business Corporation Act.

**ARTICLE NINE: AMENDMENTS**

The power to make, alter, amend, or repeal the bylaws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 5th day of November, 1999.

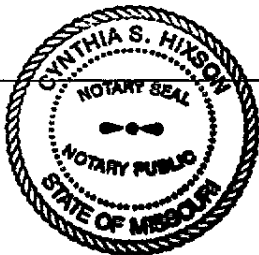
  
Daniel V. Hiatt, Incorporator

STATE OF Missouri )  
 ) SS:  
COUNTY OF Jackson )

I, Cynthia S. Hixson, a Notary Public,  
do hereby certify that on the 5<sup>th</sup> day of November, 1999,  
personally appeared before me Daniel V. Hiatt who first duly  
sworn, declared that [he or she] is the person who signed the  
foregoing document as incorporator, and that the statements  
therein contained are true.

Cynthia S. Hixson  
Notary Public

My Commission Expires: \_\_\_\_\_



CYNTHIA S. HIXSON  
Notary Public - State of Missouri  
CLAY COUNTY  
My Commission Expires Nov. 25, 2002

NOV. 15, 1999 12:03PM

SWANSON MIDGLEY

NO. 2150 P. 2/2

CARTER INDUSTRIES, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent and to accept service of process for CARTER INDUSTRIES, INC., in the Articles of Incorporation as filed with the Secretary of State of Florida on 11/15/1999, 1999, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of [his or her] duties. The undersigned further states that [he or she] is familiar with and accepts the obligations of his or her position as registered agent.

Dated: November 15, 1999.

CT Corporation System

By: Barbara A Burke

Title: \_\_\_\_\_

BABARA A. BURKE  
SPECIAL ASSISTANT SECRETARY

FILED  
99 DEC -6 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA