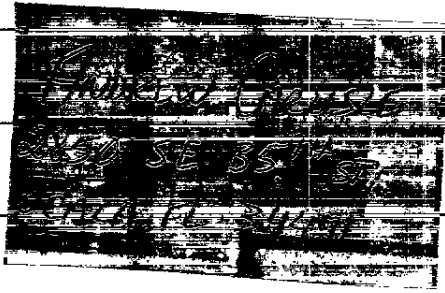


PO 2000058088



400005609644-5
-05/24/02-01027-013
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
 02 MAY 24 PM 3:07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- | | | |
|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| | <input type="checkbox"/> Photocopy | |

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials Bm 5/24

ARTICLES OF INCORPORATION
OF
CARLISLE VENTURES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

CARLISLE VENTURES, INC.

The principal place of business of this corporation shall be:

2850 S.E. 35th Street; Ocala, Florida 34471

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock, having no par value.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be 2850 S.E. 35th Street; Ocala, Florida 34471, and the name of the initial registered agent of the corporation at that address is Andrew Carlisle.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are:

Andrew Carlisle Director	2850 S.E. 35 th Street Ocala, Florida 34471
-----------------------------	---

Alice P. Carlisle Director	2850 S.E. 35 th Street Ocala, Florida 34471
-------------------------------	---

ARTICLE IX: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Andrew Carlisle President	2850 S.E. 35 th Street Ocala, Florida 34471
------------------------------	---

Alice P. Carlisle Secretary/Treasurer	2850 S.E. 35 th Street Ocala, Florida 34471
--	---

ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Andrew Carlisle
2850 S.E. 35th Street
Ocala, Florida 34471

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21st day of May 2002.



Andrew Carlisle
Incorporator

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.





Andrew Carlisle
Registered Agent

FILED
02 MAY 24 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 21st day of May 2002, by Andrew Carlisle.

 Tamara Williams
My Commission DD041573
Expires July 11 2005



Notary Public
State of Florida at large
My commission expires: