

P97000025341

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE:

Carly Landco, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Tax!

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN Will Pick Up 3/20 4:00

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
() Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____

100002119761-0
 -03/20/97-01127-005
 ***122.50

97 MAR 20 PM 3:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

97
 MAR 20 PM 2:45
 RECEIVED

B. REGISTER MAR 20 1997

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

of

CARLY LANDCO, INC.

FILED
97 MAR 20 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is:

CARLY LANDCO, INC.

The corporation's principal office and mailing address is:

CARLY LANDCO, INC.
4157 CEDAR CREEK ROAD
BOCA RATON, FLORIDA 33487

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any lawful activities permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and mailing address of the Initial Registered Agent of this Corporation is:

MICHAEL P. SKENIAN
4157 CEDAR CREEK ROAD
BOCA RATON, FLORIDA 33487

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

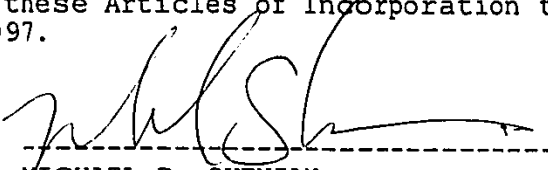
MICHAEL P. SKENIAN
4157 CEDAR CREEK ROAD
BOCA RATON, FLORIDA 33487

ARTICLE VII - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are as follows:

MICHAEL P. SKENIAN
4157 CEDAR CREEK ROAD
BOCA RATON, FLORIDA 33487

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 17th day of March, 1997.



MICHAEL P. SKENIAN

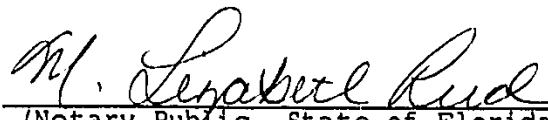
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

MICHAEL P. SKENIAN

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 17th day of March, 1997.



(Notary Public, State of Florida at Large)

(Notary Seal)



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

CARLY LANDCO, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above corporation, desiring to organize under the laws
of the State of Florida with its registered office as
indicated in the Articles of Incorporation at

**4157 CEDAR CREEK ROAD
BOCA RATON, FLORIDA 33487**

has named **MICHAEL P. SKENIAN**

located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of Florida Law in
keeping open said office.



Michael P. Skenian, Registered Agent

FILED
97 MAR 20 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA