

P 96000004403

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: Carno, Inc FILED

96 JAN 16 AM 9:53

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 \$ _____

- Capital Express™
- Art. of Inc. File _____
- _____ Corp. Record Search _____
- _____ Ltd. Partnership File _____
- Foreign Corp. File _____
- () Cert. Copy(s) _____
- _____ Art. of Amend. File _____
- _____ Dissolution/Withdrawal _____
- _____ C U S - _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Annual Report/Maintenance _____
- _____ 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.

00000000000000000000
 -01/16/96-01007-008
 ****122.50 ****122.50

SUBTOTALS

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

RECEIVED
 96 JAN 18 AM 8:26
 DIVISION OF CORPORATIONS

.....
 REQUEST TAKEN CONFIRMED APPROVED

DATE _____
 TIME _____
 BY [Signature] _____
 CK No. [Signature]

WALK-IN Will Pick Up 1/16 12:00

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, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
CARNO, INC.**

FILED
96 JAN 16 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER, acting as Incorporator of the corporation pursuant to F.S. § 607, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is **CARNO, INC.**

ARTICLE II

This corporation shall have a perpetual existence.

ARTICLE III

The corporation is organized to engage in marketing and sales and any other business or purpose that is lawful under the laws of the State of Florida.

ARTICLE IV

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

ARTICLE V

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE VI

The principal place of business of this corporation in the State of Florida is 14611 Sabal Drive, Miami Lakes, FL 33014-2546.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ARNOLD FRIEDMAN

ADDRESS

14611 Sabal Drive
Miami Lakes, FL 33014-2546

ARTICLE VIII

The name and address of the Initial Registered Agent at such address is:

<u>NAME</u> ARNOLD FRIEDMAN	<u>ADDRESS</u> 14611 Sabal Drive Miami Lakes, FL 33014-2546
---------------------------------------	--

ARTICLE IX

The name and address of the Incorporator of these Articles of Incorporation is:

<u>NAME</u> ARNOLD FRIEDMAN	<u>ADDRESS</u> 14611 Sabal Drive Miami Lakes, FL 33014-2546
---------------------------------------	--

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

DATED this 11th day of January, 1996.




ARNOLD FRIEDMAN

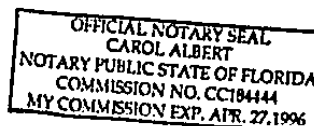
SWORN TO AND SUBSCRIBED before me this 11th day of January, 1996, by ARNOLD FRIEDMAN, who executed the foregoing Articles of Incorporation, and who acknowledged that he executed same for the purposes expressed therein, and an oath was taken.

- Said person(s) are personally known to me.
- Said person(s) produced the following type of identification:
- Florida Driver's License(s)
- Other _____

WITNESS my hand and official seal in Dade County, State of Florida.



NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

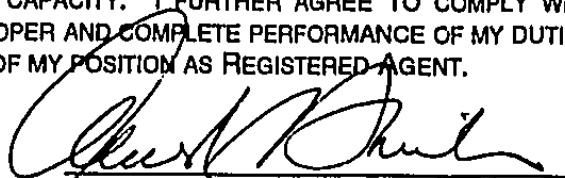
FILED
96 JAN 16 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- 1) The name of the corporation is: CARNO, INC.

- 2) The name and address of the Registered Agent and Office is:
14611 SABAL DRIVE
MIAMI LAKES, FL 33014

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.



ARNOLD FRIEDMAN

1-11-96
DATE

LAW OFFICE
FRANCIS E. HOLDEN JR., P.A.
100 HIALEAH DRIVE
HIALEAH, FLORIDA 33010-5250

P96000004403

February 2nd, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation of CARNO, INC, changing name to CamoTel, Inc.

Dear Sir:

Enclosed please find the following:

000001731920
-03/05/96--01013--007
*****35.00 *****35.00

1. Check made payable to your office in the amount of \$35 for filing the above Amendment changing the corporate name.
2. Original and one copy of the Amendment to Articles of Incorporation. Please return a copy of this Amendment conformed with a filing stamp.
3. Self-addressed stamped envelope back to my office for your convenience.

If you have any questions, please contact me at the address and telephone number shown above.

Sincerely yours,

Francis E. Holden, Jr.
Attorney at Law

FEH/ca
Enc.
cc: Arnold Friedman

SH 3/19
NC

96 MAR 10 PM 2:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

March 8, 1996

Francis E. Holden Jr., P.A.
166 Hialeah Dr.
Hialeah, FL 33010-5250

SUBJECT: CARNO, INC.
Ref. Number: P9600004403

We have received your document for CARNO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00010466

LAW OFFICE
FRANCIS E. HOLDEN JR., P.A.
100 HIALEAH DRIVE
HIALEAH, FLORIDA 33010-5250
TELEPHONE: 305/800-1475
FAX: 305/002-8261

February 2nd, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation of CARNO, INC,
changing name to CamoTel, Inc.


Dear Sir:

Enclosed please find the following:

1. Copy of your letter dated March 8th, 1996 stating the reason for the return of our amendment for Carno, Inc. As you will note, the filing fee has already been paid.
2. Original and one copy of the corrected Articles of Amendment to Articles of Incorporation. Please return a copy of this Amendment conformed with a filing stamp. We do not need a certified copy.
3. Self-addressed stamped envelope back to my office for your convenience.

If you have any questions or should require anything further, please contact me at the address and telephone number shown above.

Sincerely yours,



Francis E. Holden, Jr.
Attorney at Law

FEH/ca
Enc.

RECEIVED
96 MAR 18 AM 8:52
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARNO, INC.,**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 19 PM 2:12

Pursuant to the provision of Florida Statutes, §607.1006, this Florida profit corporation adopts the following Articles of amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

ARTICLE 1 of the Articles of Incorporation of CARNO, INC.

is amended to show that the name of the corporation is changed to:


CarnoTel, Inc.

SECOND: The date of the amendment's adoption is:

February 20th, 1996

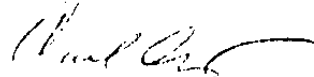
THIRD: The Amendment was adopted by the Board of Directors and approved by the Shareholders.

DATED March 14th, 1996.


ARNOLD FRIEDMAN

SWORN TO AND SUBSCRIBED before me this 14th day of March, 1996 by ARNOLD FRIEDMAN, who is personally known to me, who executed the foregoing instrument, who acknowledged that he executed same for the purposes expressed therein.

WITNESS my hand and official seal in Dade County, Florida.



NOTARY PUBLIC, State of Florida

