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ACCOUNT NO. : 072100000032
 REFERENCE : 675867 4381080
 AUTHORIZATION : *Patricia Pajuts*
 COST LIMIT : \$ 78.75

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 APR 27 3 11 PM '00

ORDER DATE : April 26, 2000
 ORDER TIME : 1:46 PM
 ORDER NO. : 675867-005
 CUSTOMER NO: 4381080

600003227246--4

CUSTOMER: Ms. Jean E. Seibold
 Robert S. Forman, P.a.
 Suite 4100
 2101 West Commercial Boulevard
 Fort Lauderdale, FL 33309

FOREIGN FILINGS

NAME: CARLETON INVESTORS, INC.

XXXX QUALIFICATION (TYPE: CO)

(C)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

n/k
4/27

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

RECEIVED
 00 APR 27 PM 2:26

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 APR 27 PM 6:11

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Carleton Investors, Inc.
(Name of corporation - must include suffix)

FILED
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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jean Seibold
(Name of Person)
Robert S. Forman, P.A.
(Firm/Company)
2101 West Commercial Blvd., Suite 4100
(Address)
Fort Lauderdale, FL 33309
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Jean Seibold at (954) 735-0000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE SECRETARY OF CORPORATIONS 00 APR 27 PM 6:11

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CARLETON INVESTORS, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. State of Delaware (State or country under the law of which it is incorporated) 3. 13-3804152 (FEI number, if applicable)

4. December 2, 1994 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1121 South Park Road, Suite 101 Hollywood, FL 33021 (Current mailing address)

8. Real Estate Investment (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Robert S. Forman, Esquire

Office Address: 2101 West Commercial Blvd., Suite 4100 Fort Lauderdale, Florida, 33309 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature] (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Adam J. Kristol

Address: 1121 South Park Road, Suite 101, Hollywood, FL 33021

Director: Drew A. Kristol

Address: 1121 South Park Road, Suite 101, Hollywood, FL 33021

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Adam J. Kristol

Address: 1121 South Park Road, Suite 101, Hollywood, FL 33021

Vice President: Drew A. Kristol

Address: 1121 South Park Road, Suite 101, Hollywood, FL 33021

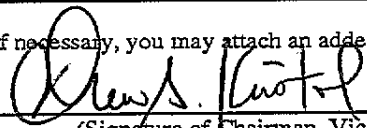
Secretary: Drew A. Kristol

Address: 1121 South Park Road, Suite 101, Hollywood, FL 33021

Treasurer: Drew A. Kristol

Address: 1121 South Park Road, Suite 101, Hollywood, FL 33021

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Drew A. Kristol, Vice President
(Typed or printed name and capacity of person signing application)

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Addendum to Application

Additional Officers:

Vice President - Evan Kristol
1121 South Park Road, Suite 101
Hollywood, FL 33021

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARLETON INVESTORS, INC." IS FULLY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED STATE SECRETARY OF CORPORATIONS APR 27 9:11 AM '00



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0401922

DATE: 04-26-00