

P000000006139

Arturo Burigatto
1100 West Valley Forge Rd.
King of Prussia, PA 19406

December 30, 1999

Department of State
Divisions of Corporations
The Capitol
Tallahassee, Florida 32304

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-01/11/00--01051--006
*****122.50 *****78.75

Re: CART Properties, Inc.
Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check for \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact me should you need additional information or should you have a problem with the enclosed Articles. Thank you in advance for your efforts in this matter.

Sincerely yours,


Arturo Burigatto

Enclosures, as stated

FILED
00 JAN 11 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1-20-00

**ARTICLE OF INCORPORATION
OF
CART Properties, Inc.**

FILED
00 JAN 11 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation for profit under the laws of the State of Florida, hereby execute these Articles of Incorporation for the purpose of providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name of Corporation

The name of this corporation shall be **CART Properties, Inc.**

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation shall be any and all lawful business for which corporations may be organized and incorporated under Chapter 607, Florida Statutes.

ARTICLE III

STOCK

The authorized capital stock of this corporation shall consist of 2000 shares of common stock having a par value of \$1.00 per share, said 2000 shares being the maximum number of shares which the corporation may issue and have outstanding at any time. All or part of the capital stock may be payable and paid for in property, real, personal, or mixed, or in labor or services, or in any other consideration, as may be determined. Any and all such shares so issued

shall be and constitute fully paid stock and not liable to any further call or assessment thereon, and the holder or holders of such shares shall not be liable for any further payment therefor or thereon.

ARTICLE IV

CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with law.

ARTICLE VI

Address

The principal office and place of business of the corporation shall be in Palm Beach County, Florida, with the privilege of establishing branch offices and places of business at other places within or without the State of Florida. The street address of the principal office of the corporation within the State of Florida and its initial registered office shall be 407 Commerce Lane, A-4 Jupiter, Fl 33458; provided, however, that the stockholders may from time to time move the principal office to any other address within the State of Florida. The name of its initial registered agent at its initial registered office shall be Arturo Burigatto.

ARTICLE VII

MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by its stockholders rather than by a board of directors. In the management of the business of the corporation, the act of the

stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII

INITIAL STOCKHOLDERS

The names and street addresses of the first stockholders of the corporation who shall manage the business of the corporation is as follows:

Arturo Burigatto

1100 West Valley Forge Road

King of Prussia, PA 19406

ARTICLE IX

Subscribers

The names and street addresses of the subscribers to these Articles of Incorporation is as follows:

Arturo Burigatto

1100 West Valley Forge Road

King of Prussia, PA 19406

ARTICLE X

Special Provisions

(a) Every stockholder, upon the sale for cash of any new stock herein authorized, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance

of fractional shares) at the price at which it is issued to others, which price may be in excess of par.

(b) No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers and stockholders of this corporation is or are interested in, or is a stockholder, director or officer, or are stockholders, directors or officers, of such other corporation, and any stockholder or stockholders, officer or officers, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which the corporation is interested, and no contract, act or transaction in the absence of fraud, shall be affected or invalidated by the fact that any stockholder or stockholders, officer or officers, of the corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a stockholder or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may have an interest. Any stockholder of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a stockholder or director of such subsidiary or controlled corporation.

(c) The stockholders, in addition to choosing the president, vice president, secretary and treasurer of the corporation, may choose such other officers as they shall deem advisable, and such officers shall serve for such term and have such duties as may be prescribed by the By-Laws or by resolution of the stockholders. Any person may hold two (2) or more offices, except that the president may not also be the secretary or assistant secretary.

(e) The stockholders shall have the power by resolution or by appropriate action inscribed in the minutes of its meetings to appoint or provide for the appointment of an executive committee, manager, or business manager, who to the extent provided for in said resolution or in said minutes, shall have and may exercise such powers as the stockholders grant or authorize.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of January, 2000.



Arturo Burigatto

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that before me personally appeared Arturo Burigatto who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation of CART Properties, Inc., and who acknowledged before me that he executed the same for the purposes therein expressed and who did not take an oath.

WITNESS my hand and seal in the State and County aforesaid this 3 day of January, 2000.


Notary Public, State of Florida at Large
My Commission Expires: 8-27-00



JOANNE C. BOYLE
COMMISSION # CC580290
EXPIRES AUG 27, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
JAN 11 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

That CART Properties, Inc, desiring to organize under the laws of the State of Florida,
which will have its principal office in Palm Beach County, Florida, has named:

Arturo Burigatto
407 Commerce Way, A-4
Jupiter, Florida 33458

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 3 day of January, 2000.


Registered Agent