

**WALDMAN FELUREN
& TRIGOBOFF, P.A.**

ATTORNEYS AT LAW

ONE FINANCIAL PLAZA • SUITE 1500 • FORT LAUDERDALE, FLORIDA 33394
TELEPHONE (954) 467-8600 • FACSIMILE (954) 467-6222

PO0000033641

March 8, 2000

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 MAR 13 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Carmel Group, Inc. Also enclosed is a check in the amount of \$70.00 representing the filing fee for same.

Kindly see that these Articles are filed and mail a stamped copy of same in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,

Renee Peavey
Renee Peavey,
Secretary to Mark S. Feluren

/rp
Enclosures

3/B

*W-7412
(625)*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 20, 2000

WALDMAN FELUREN & TRIGOBOFF, P.A.
ONE FINANCIAL PLAZA
SUITE 1500
FORT LAUDERDALE, FL 33394

SUBJECT: CARMEL GROUP, INC.
Ref. Number: W00000007412

We have received your document for CARMEL GROUP, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 000A00015299

Loria -

*He's sending
his articles to
my attention for
file date of 3/13
Call me on this K.*

Karen:

*As discussed,
please use the
3/13/00 effective
date*

*file date
file as is - the
free corp. future
filing*

ARTICLES OF INCORPORATION

OF

CARMEL GROUP, INC.

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00 MAR 13 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Carmel Group, Inc.

SECOND: The principal office of the Corporation shall be located at 555 N.E. 15th Street, Suite 15C, Miami, Florida 33132. The mailing address of the Corporation is 555 N.E. 15th Street, Suite 15C, Miami, Florida 33132.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is four which may be increased by the bylaws.

The names and addresses of the parties who are to serve as members of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Gould	555 N.E. 15th Street Suite 15C Miami, Florida 33132
Cary Gould	3106 Kenyon Ave Tampa, Florida 33614
Dean Gould	1116-A 8 th Street PMB 239 Manhattan Beach, CA 90266
Elizabeth Alhanti	440 N.W. 115 th Way Coral Springs, FL 33071

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 440 N. W. 115th Way, Coral Springs, FL 33071 and the name of the initial registered agent of the Corporation at such address is Elizabeth Alhanti.

SIXTH: The name and address of the incorporator is:

NAME

ADDRESS

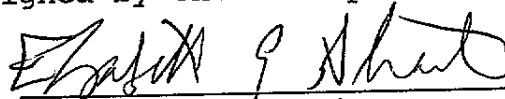
Elizabeth Alhanti

440 N.W. 115th Way
Coral Springs, FL 33071

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been signed by the incorporator.

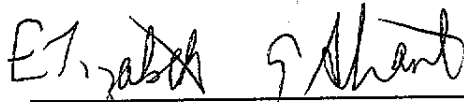
Signed on February 29, 2000


Elizabeth Alhanti,
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept her appointment as registered agent on which process may be served

within the State of Florida for the proposed domestic corporation
named in the foregoing Articles of Incorporation.



Elizabeth Alhanti

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00 MAR 13 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA