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Leslie C. Venturoso
5671 Thornbluff Avenue
Davie, Florida 33331
954/434-5981

FILED
00 MAR 30 AM 8:57
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

March 27, 2000

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

Re: The Carlin Marketing group, Inc.

Dear Sir/Madam:

Enclosed please find the required paperwork and fees to establish a new corporation under the referenced name.

Your prompt attention to this matter is greatly appreciated. As you will see, I will be acting as the Registered Agent and can be reached for any questions and/or comments that you may have.

Sincerely,

Leslie C. Venturoso

B. BROWN APR - 4 2000

ARTICLES OF INCORPORATION

OF

The Carlin Marketing Group, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name, of the corporation shall be:

The Carlin Marketing Group, Inc.

The principal place of business of this corporation shall be:

**5671 Thornbluff Avenue
Davie, Florida 33331**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or another state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares' of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1, 000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTOR

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Leslie C. Venturoso, President & Secretary

Richard Venturoso, Vice President & Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

Leslie C. Venturoso
5671 Thornbluff Avenue
Davie, Florida 33331

Richard Venturoso
5671 Thornbluff Avenue
Davie, Florida 33331

ARTICLE VII PREEMTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII SPECIAL PROVISION

It is the intent of the incorporator that the corporation will gratify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation. To the extent that it is beneficial as determined by the Directors.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 21st day of March 2000.

Signature(s) of Incorporator(s):

Leslie C. Venturoso

Leslie C. Venturoso

Richard Venturoso

Richard Venturoso



M. Ferreira 3/21/2000
M. Ferreira
MY COMMISSION # CG579011 EXPIRES
August 22, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered/registered agent, in the State of Florida.

1. The name of the corporation is:

The Carlin Marketing Group, Inc.

2. The name and address of the registered agent and office is:

Leslie C. Venturoso
5671 Thronbluff Avenue
Davie, Florida 33331
954/434-5981
~~252-2715~~

Signature: Leslie C Venturoso

Title: President

Date: March 21, 2000

HAVINGH BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREEE 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 607.325 FLORIDA STATUTES.

Signature: M. Ferreira

Date: 3/21/2000



M. Ferreira
MY COMMISSION # CC579011 EXPIRES
August 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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00 MAR 30 AM 8:57
DEPARTMENT OF BANKING & FINANCE
TALLAHASSEE, FLORIDA