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ALEXANDER, DAMBRA & DUHL, P.A.

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May 4, 2000

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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Attention: Division of Corporations

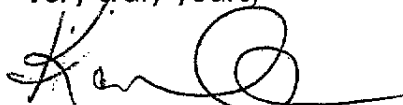
Re: Carcyn Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Carcyn Enterprises, Inc. Please file the original with your office and return the copy to me stamped "filed". I have also enclosed our firm's check in the amount of \$70.00 which represents the filing fee.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,


Karen Levin Alexander

KLA:cmo
Enclosures
cc: Carlos Reed (w/enclosure)
SECSTATE.LTR

FILED
00 MAY 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 12 2000

**ARTICLES OF INCORPORATION
OF
CARCYN ENTERPRISES, INC.**

FILED
00 MAY 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida 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 Carcyn Enterprises, Inc. with its principal office address: 585 Toccoa Road, West Palm Beach, Florida 33413.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 585 Toccoa Road, West Palm Beach, Florida 33413, and the name of the initial registered agent of this Corporation at that address is: Carlos Reed.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial Directors of this Corporation are as follows:

Carlos Reed	585 Toccoa Road West Palm Beach, Florida 33413
Cynthia Reed	585 Toccoa Road West Palm Beach, Florida 33413

ARTICLE VIII

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

Indemnification

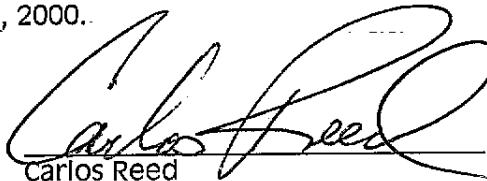
This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Incorporator

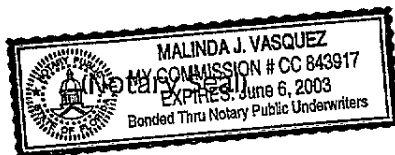
The name and address of the person signing these Articles is as follows: Carlos Reed, 585 Toccoa Road, West Palm Beach, Florida 33413.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of MAY, 2000.


Carlos Reed

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3rd day of may, 2000, by Carlos Reed, who is personally known to me or who has produced _____ as identification.




Notary Public, State of Florida
My Commission Expires:

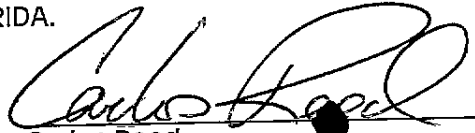
Malinda J. Vasquez

Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

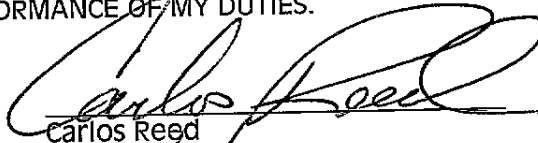
FIRST: THAT CARCYN ENTERPRISES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 585 TOCCOA ROAD, WEST PALM BEACH, FLORIDA 33413, HAS NAMED CARLOS REED, LOCATED AT 585 TOCCOA ROAD, WEST PALM BEACH, FLORIDA 33413, CITY OF DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Carlos Reed
President

5/3/00
(Date)

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.



Carlos Reed

5/3/00
(Date)

CORP\CARCYN.AOC

FILED
00 MAY 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA