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July 10, 2000

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: CARTER HOLDINGS, INC.
Articles of Incorporation

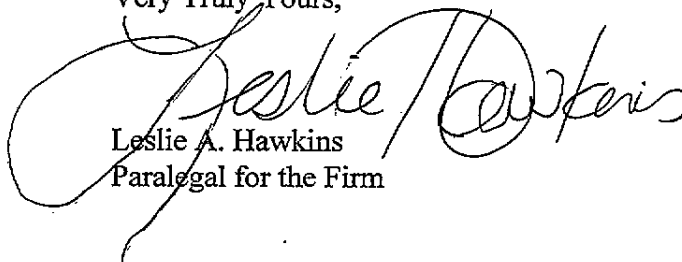
Dear Sir or Madam:

Enclosed are one original and two copies of the Articles of Incorporation for the above referenced Company. Also enclosed is a check in the amount of \$87.50 in payment of the filing fee.

Please file these Articles of Incorporation and return a Certified Copy and Certificate of Status to this office in the enclosed postage paid envelope.

If you have any questions, please do not hesitate to contact me.

Very Truly Yours,


Leslie A. Hawkins
Paralegal for the Firm

lah
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Be

ARTICLES OF INCORPORATION

OF

CARTER HOLDINGS, INC.

The undersigned natural person of the age of eighteen years or more, for the purpose of forming a corporation under The Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the corporation is: Carter Holdings, Inc. and its business address is 29 Conch Cay, Destin, Florida 32541.

ARTICLE TWO: REGISTERED AGENT

The address, including street and number, if any, of the corporation's initial registered office in this state is: 1200 South Pine Island Road, Plantation, Florida 33324; and the name of its initial registered agent at such address is: CT Corporation.

ARTICLE THREE: STOCK

The aggregate number, class and par value, if any, of shares which the corporation shall have the authority to issue shall be: Thirty Thousand (30,000) shares of common stock of no par value per share. There are no preferences, qualifications, limitations, restrictions, nor any special or relative rights, including convertible rights, in respect of the shares of each class.

ARTICLE FOUR: PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE FIVE: INCORPORATOR

The name and place of residence of the incorporator is Stephen T. Carter, Jr., 29 Conch Cay, Destin, Florida 32541.

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TALLAHASSEE, FLORIDA

ARTICLE SIX: DIRECTORS

(a) The number of directors to constitute the first Board of Directors is one (1). The number of directors may be changed at any time as controlled by the bylaws of the Corporation. Any changes in the number will be reported to the Secretary of State within thirty (30) calendar days of such change.

(b) The name and mailing address of each person who is to serve as a director until the first annual meeting of the shareholders or until a successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Stephen T. Carter, Jr.	29 Conch Cay Destin, Florida 32541-0000

ARTICLE SEVEN: DURATION

The duration of the corporation is perpetual.

ARTICLE EIGHT: PURPOSE

The corporation is organized to provide investment management and consulting services, particularly regarding business acquisitions, and to engage in any other lawful act or activity for which corporations may be organized under The Florida Business Corporation Act.

ARTICLE NINE: AMENDMENTS

The power to make, alter, amend, or repeal the bylaws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 27th day of June, 2000.



Stephen T. Carter, Jr., Incorporator

STATE OF KANSAS)
) SS:
COUNTY OF JOHNSON)

I, Daniel V. Hiatt, a Notary Public,
do hereby certify that on the 27th day of June, 2000,
personally appeared before me Stephen T. Carter, Jr. who first
duly sworn, declared that he is the person who signed the
foregoing document as incorporator, and that the statements
therein contained are true.

D. V. Hiatt
Notary Public

My Commission Expires: _____



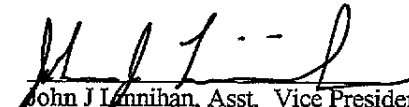
ACCEPTANCE OF REGISTERED AGENT

C T CORPORATION SYSTEM acknowledges and accepts the appointment of

registered Agent for and on behalf of CARTER HOLDINGS, INC.

Dated: 7/6/00

C T CORPORATION SYSTEM


John J Linnihan, Asst. Vice President

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TALLAHASSEE, FLORIDA