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THE UNITED STATES CORPORATION COMPANY

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 NOV -6 PM 2:23

ACCOUNT NO. : 072100000032
REFERENCE : 887877 11626A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : November 6, 2000
ORDER TIME : 9:50 AM
ORDER NO. : 887877-005
CUSTOMER NO: 11626A

CUSTOMER: Ms. Gail Neuharth
Myers Krause & Stevens
Suite 600
5811 Pelican Bay Boulevard
Naples, FL 34108

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-11/06/00--01069--001
*****78.75 *****78.75

DOMESTIC FILING

NAME: CARLOS PROPERTIES, INC.

EFFECTIVE DATE: ***FILE FIRST**

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158
EXAMINER'S INITIALS:

REMOVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 NOV -6 AM 10:44
TO THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
1/2 11/6/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV -6 PM 2: 23

ARTICLES OF INCORPORATION
OF
CARLOS PROPERTIES, INC.

The undersigned Incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CARLOS PROPERTIES, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation is c/o Carlos Willard & Flanagan, P.A., 999 Ponce de Leon Boulevard, Suite 1000, Coral Gables, Florida 33134.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Carlos Willard & Flanagan, P.A., 999 Ponce de Leon Boulevard, Suite 1000, Coral Gables, Florida 33134 Myers, and the name of the initial registered agent of this corporation at that address is THOMAS P. CARLOS, Esq.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is THOMAS P. CARLOS, c/o Carlos Willard & Flanagan, P.A., 999 Ponce de Leon Boulevard, Suite 1000, Coral Gables, Florida 33134.

The Incorporator has executed and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of November, 2000.


THOMAS P. CARLOS

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DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, CARLOS PROPERTIES, INC., desiring to be organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

The name and address of the registered agent and office are:

THOMAS P. CARLOS
c/o Carlos Willard & Flanagan, P.A.
999 Ponce de Leon Boulevard
Suite 1000
Coral Gables, Florida 34108

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



THOMAS P. CARLOS
Registered Agent

Date: 11/1/00