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ACCOUNT NO. : 072100000032
REFERENCE : 194346 3487A
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

FILED
2001 JUN 21 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : June 21, 2001
ORDER TIME : 9:30 AM
ORDER NO. : 194346-010
CUSTOMER NO: 3487A

CUSTOMER: Tami Dalgaard, Legal Asst
Icard Merrill Cullis Timm
Furen & Ginsburg, Pa
Suite 600
2033 Main Street
Sarasota, FL 34237

600004484986-2

DOMESTIC FILING

NAME: CARLTON RESIDENCES INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

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01 JUN 21 AM 10:48
TALLAHASSEE FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

JR
6/21/01

ARTICLES OF INCORPORATION
OF
Carlton Residences Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation shall be **Carlton Residences Inc.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: to create, publish, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with publications, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description for the purpose of transacting any or all legal business; provided however, that this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock which shall be designated "Common Shares".

**ARTICLE V. INITIAL REGISTERED AGENT
AND MAILING ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this corporation is **J. GEOFFREY PFLUGNER**. The street and mailing address of the initial registered agent is c/o Icard-Merrill, 2033 Main Street, Suite 600, Sarasota, Florida 34237. The telephone number of the initial registered agent is (941) 366-5707.

ARTICLE VI. PRINCIPAL OFFICE OF CORPORATION

The initial principal office of the corporation shall be 2 North Tamiami Trail, Suite 210, Sarasota, Florida 34236. The corporation may change its principal address from time to time as permitted by law.

ARTICLE VII. MAILING ADDRESS OF CORPORATION

The initial mailing address of the corporation shall be 2 North Tamiami Trail, Suite 210, Sarasota, Florida 34236. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Directors. The number of Directors may be either increased or decreased from time to time, but in accordance with the corporate By-Laws, shall never be less than one. The name and address of the initial Directors of this corporation are:

NAME(S)

ADDRESS

Norton Wolf

2 North Tamiami Trail
Suite 210
Sarasota, Florida 34236

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is: J. Geoffrey Pflugner, c/o Icard-Merrill, 2033 Main Street, Suite 600, Sarasota, Florida 34237.

ARTICLE X. RESTRICTION ON TRANSFER OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof. If any agreement is entered into and executed by each of the stockholders any and all transfers of shares shall be made in accordance with the terms of said agreement. The By-Laws of this corporation may likewise include specific provisions allowing the entering of such agreements or may set forth specific restrictions on transferability of shares.

ARTICLE XI. TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which meeting such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such

contract or transaction with like force and effect as if such Director were not a Director or Officer of the other corporation or not so interested.

ARTICLE XII. REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XIV. INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees, reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XV. DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of filing these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of June, 2001.



J. GEOFFREY PFLUGNER
Incorporator

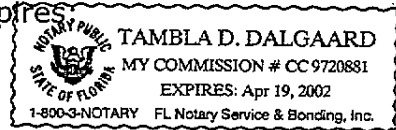
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared J. GEOFFREY PFLUGNER, who is personally known to me and is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 20th day of June, 2001.

Tambla D. Dalgaard

NOTARY PUBLIC
My Commission Expires



ACCEPTANCE OF REGISTERED AGENT

Having been named to the position of registered agent, to accept service of process for **Carlton Residences Inc.** 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 proper and complete performance of my duties.

J. Geoffrey Pflugner

J. GEOFFREY PFLUGNER
Registered Agent

Dated: _____

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