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The Law Offices of
Larry S. Abel

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June 26, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
01 JUN 28 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: CARROLL STREET BOYS RE, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above named corporation along with our check in the sum of \$78.75, and a self-addressed, stamped, return envelope. Upon receipt of these items, please file the Articles and forward a certified copy to this office.

Thank you for your prompt attention to this matter.

Very truly yours,

Mary Welkes

Mary Welkes
Law Offices of Larry S. Abel

enclosures

7-2-01
MC

ARTICLES OF INCORPORATION
OF
CARROLL STREET BOYS RE, INC.

FILED
01 JUN 28 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is: CARROLL STREET BOYS RE, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation shall engage in any activity permitted under the laws of the State of Florida, and the United States of America.

ARTICLE III: AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Six Hundred (600) shares, single class, common stock, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than five hundred dollars (\$500.00).

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

9050 PINES BOULEVARD, SUITE 425
PEMBROKE PINES, FLORIDA 33024

The board of directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII: DIRECTOR(S)

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VIII: INCORPORATORS

THE name and post office address of each incorporator to these articles of incorporation is:

NAME

ADDRESS

PHILIP ANTICO

9050 PINES BOULEVARD, SUITE 425
PEMBROKE PINES, FLORIDA 33024

ARTICLE IX: AMENDMENT

These articles of incorporation may be amended in any manner provided by law.

ARTICLE X: DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be effective upon filing.

ARTICLE XI: REGISTERED AGENT DESIGNATION

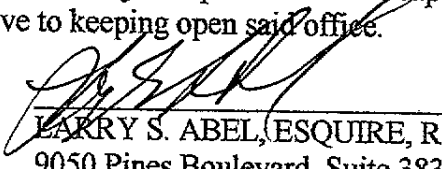
In pursuance of Chapter 48.091 of Florida Statutes, the following is submitted in compliance with said act:

First: that CARROLL STREET BOYS RE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation in the city of Pembroke Pines, County of Broward, State of Florida, has named LARRY S. ABEL, ESQUIRE, whose address is 9050 Pines Boulevard, Suite 383, Pembroke Pines, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

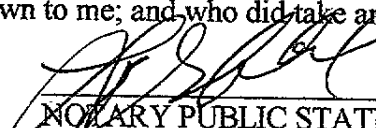
BY:


LARRY S. ABEL, ESQUIRE, Registered Agent
9050 Pines Boulevard, Suite 383
Pembroke Pines, Florida 33024

IN WITNESS WHEREOF, the party to these Articles of Incorporation has hereunto set his hand and seal this 26 day of June, 2001.


PHILIP ANTICO, INCORPORATOR

SWORN AND SUBSCRIBED TO BEFORE ME this 26 day of June, 2001, by PHILIP ANTICO, who is personally known to me; and who did take an oath.


NOTARY PUBLIC STATE OF FLORIDA



Larry S. Abel
Commission # 00 815327
Expires Mar. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.