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July 24, 2001

700004507457--5
-07/30/01--01112--002
*****19.00 *****35.00

Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700004507457--5
-07/30/01--01112--002
*****70.00 *****70.00

Re: New Corporation-"Business Evaluations, Inc."

To Whom it May Concern:

We are enclosing the following original documents and one copy to set up a new corporation-Carlyle Financial Group:

- A) Transmittal Letter
- B) Articles of Incorporation
- C) Article V Incorporator(s)
- D) Certificate of Designation of Registered Agent/Registered Office
- E) Check-#2867-\$70.00-Made out to Department of State

Very truly yours,


Kenneth H. Stebbins

W01-17686

KHS/pal

FILED
01 AUG 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch AUG 13 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 1, 2001

KENNETH H. STEBBINS
8411 W OAKLAND PARK BLVD STE 202
SUNRISE, FL 33351

SUBJECT: CARLYLE FINANCIAL GROUP
Ref. Number: W01000017686

We have received your document for CARLYLE FINANCIAL GROUP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 801A00044335

ARTICLES OF INCORPORATION
OF

Carlyle Financial Group, Inc.

FILED
01 AUG 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Carlyle Financial Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8411 W. Oakland Park Blvd., #202
Sunrise, Florida 33351

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Kenneth H. Stebbins
8411 W. Oakland Park Blvd., #202
Sunrise, Florida 33351

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

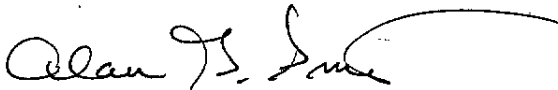
Alan G. Smith/President
8411 W. Oakland Park Blvd., #202
Sunrise, Florida 33351

Ken Stebbins/Secretary Treasurer
8411 W. Oakland Park Blvd., #202
Sunrise, Florida 33351

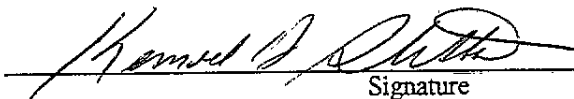
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24th day of JULY, 2001

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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.

1. The name of the corporation is: Carlyle Financial Group, Inc.

2. The name and address of the registered agent and office is:

Kenneth H. Stebbins

(Name)

8411 W. Oakland Park Blvd., #202

(P.O. Box not acceptable)

Sunrise, Florida - 33351

(City/State/Zip)

01 AUG 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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.


(Signature)