

Carleton Enterprises, Inc.
1790 18th Avenue, N.E.
Naples, Florida 34120

PO 2002106 190

Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

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-09/30/02--01070--019
****122.50 ****78.75

Subject: Carleton Enterprises, Inc.

Enclosed please find an original Articles of Incorporation for the above corporation and check in the amount of \$122.50.

Sincerely,

Richard A. Carleton
Richard Carleton

FILED
02 SEP 30 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/2

ARTICLES OF INCORPORATION
OF
CARLETON ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be: Carleton Enterprises, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
1790 18th Avenue, N.E., Naples, FL 34120

ARTICLE IV

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V

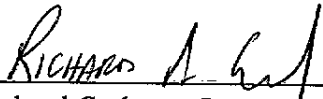
The name and address of the initial Registered Agent is: Richard Carleton,
1790 18th Avenue, N.E., Naples, FL 34120

ARTICLE VI

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time pursuant to the by-laws of the corporation. The name and address of the initial Board of Directors of this corporation is: Richard Carleton, 1790 18th Avenue, N.E., Naples, FL 34120

ARTICLE VII

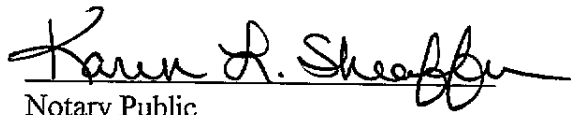
The name and street address of the Incorporator to these Articles of Incorporation is: Richard Carleton, 1790 18th Avenue, N.E., Naples, FL 34120
The undersigned has executed these Articles of Incorporation this first day of August 2002.

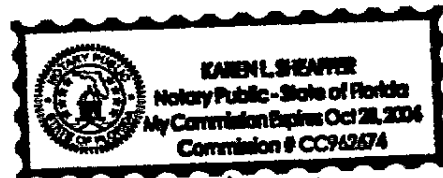

Richard Carleton, Incorporator

State of Florida
County of Collier

I hereby certify that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Richard Carleton, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and seal in the County and State last aforesaid this the first day of August 2002.


Notary Public
My Commission Expires:




personally known

CERTIFICATE OF DESIGNATION

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 Agent/Registered Office, in the State of Florida.

1. The name of the Corporation is: Carleton Enterprises, Inc.
2. The name and address of the Registered Agent and Office is: Richard Carleton, 1790 18th Avenue, N.E., Naples, FL 34120.

 08/01/02
Richard Carleton, Registered Agent

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at 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 provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

 08/01/02
Richard Carleton, Registered Agent

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