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12/27/04--01096--001 **78.75

2004 DEC 27 PM 1:45
STATE
TALLAHASSEE FLORIDA

J 1/5/05

2004 DEC 27 PM 1:45

January 3, 2005

STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: CL Investments, Inc.

Dear Sirs:

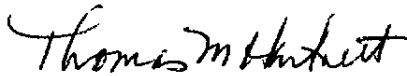
Enclosed are an original and two (2) copies of the Articles of Incorporation for CL Investments Group, Inc. A check for \$78.75 for the filing fee and a certified copy of these Articles has been sent previously; however, I recently received the enclosed letter requesting that the Company's name be changed in order to avoid confusion with another entity. These Articles of Incorporation reflect that name change and include an effective date of December 22, 2004 as specified in the originally filed Articles.

Please return the certified copy to:

Thomas M. Hartnett
950 South Tamiami Trail, Suite 102
Sarasota, FL 34236

I can be reached at 941-955-2885 if you have any questions in connection with this filing. Thank you for your prompt assistance in this matter.

Sincerely,



Thomas M. Hartnett

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

DEC 27 PM 1:45

TALLAHASSEE FLORIDA

December 28, 2004

THOMAS M. HARNETT
950 SOUTH TAMiami TRAIL
SUITE 102
SARASOTA, FL 34236

SUBJECT: CL INVESTMENTS, INC.
Ref. Number: W04000047258

Group

We have received your document for CL INVESTMENTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 004A00071731

Please use the effective date of Dec. 22, 2004 as shown in Article IX of the Articles of Incorporation.

05 JAN 05 AM 8:51

RECEIVED

EFFECTIVE DATE
12/23/04

ARTICLES OF INCORPORATION OF
CL INVESTMENTS GROUP, INC.

2004 DEC 27 PM 1:46

STATE OF FLORIDA
TALLAHASSEE FLORIDA

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes, the undersigned is filing these Articles of Incorporation under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of corporations for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the corporation.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be **CL Investments Group, Inc.**, and its principal office and mailing address are located at 2073 Harbour Links Drive, in the City of Sarasota, County of Sarasota, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the stockholders may designate.

ARTICLE II

PURPOSES AND POWERS

The corporation is authorized to transact business as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under

contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

SHARES

The total authorized capital stock of this corporation is One Thousand (1,000) shares of \$0.001 par value common stock. The common stock may be issued in one or more classes or series.

ARTICLE IV

OFFICERS AND DIRECTORS

The initial officers and directors of the corporation are as follows, each to serve and hold such office until his respective successor for such office is duly elected and qualified or until his earlier resignation or removal:

Carl F. Gugino

Chief Executive Officer, Assistant
Treasurer, Assistant Secretary and
Director

Linda Barrett

Vice President, Treasurer, Secretary and
Director

ARTICLE V

DURATION

The date and time when the existence of the corporation shall commence shall be the date set forth in Article IX. This corporation shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the by-laws adopted by the stockholders.

ARTICLE VI

INDEMNIFICATION

The corporation may indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporations, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that a court of equity or the court in which such action or suit was brought shall determine upon application that, despite adjudication or liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of equity or such other court shall deem proper.

Any indemnification under the forgoing two paragraphs of this Article VI (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the

circumstances because he has met the applicable standard of conduct set forth in such paragraphs. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; (2) if such a quorum is not obtainable, or, even if obtainable a quorum of the disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the stockholders.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article.

The indemnification and advancement of expenses provided by, or granted pursuant to this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person; it being the intent and purpose of this Article that the corporation shall have the authority to indemnify directors, officers, agents and employees to the fullest extent allowed by the laws of the State of Florida as those laws exist now or may hereafter be amended, provided that such amendment expands the right to indemnify officers, directors, agents or employees.

Unless the context otherwise requires, words used in this Article VI in the masculine gender shall include those in the feminine gender and the neuter and, when the context so provides, words in the neuter shall refer to any gender.

ARTICLE VII

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. No amendment, modification or repeal of any provision set forth in these Articles of Incorporation shall affect any individual's right to indemnification or the limitation of liability with respect to any acts or omission of such individual occurring prior to such amendment, modification or repeal.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is 950 South Tamiami Trail, Suite 102, City of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Thomas M. Hartnett.

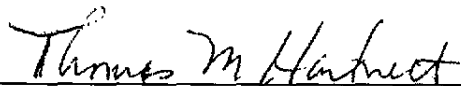
ARTICLE IX

EFFECTIVE DATE

The Effective Date of these Articles of Incorporation is December 22, 2004.

The undersigned, being the incorporator of the corporation, certifies that this instrument constitutes the Articles of Incorporation of **CL Investments Group, Inc.**

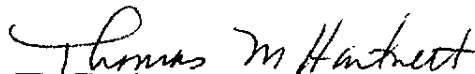
Executed by the undersigned on December 22, 2004.



Thomas M. Hartnett
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of any position as registered agent.



Thomas M. Hartnett
Registered Agent

2004 DEC 27 PM 1:46
ALLAHASSEE FLORIDA