

YANGER & YANGER
ATTORNEYS

WILLIAM H. YANGER, JR.
WILLIAM L. YANGER
CHRISTOPHER J. SMITH

PLEASE REPLY TO: TAMPA ADDRESS

- OFFICES -
324 S. HYDE PARK AVENUE
SUITE 210
TAMPA, FLORIDA 33606
TELEPHONE (813) 229-0859
FACSIMILE (813) 229-8393

255 S.E. HIGHWAY 10
SUITE 3
CRYSTAL RIVER, FLORIDA 34429
TELEPHONE (904) 563-6486
FACSIMILE (904) 563-6468

P95000010910

February 2, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 3239

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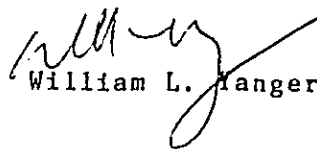
Re: Carlin, Green & Associates, Inc.

Dear Sir or Madam:

Enclosed please find for filing and acknowledgement, the Articles of Incorporation of Carlin, Green & Associates, Inc. and Acceptance of Registered Agent. I have also enclosed our firm check made payable to the Secretary of State in the sum of \$122.50 to cover the cost of your filing fee.

Thank you for your attention to this matter. Should you have any questions or require something further, please do not hesitate to contact this office.

Sincerely,


William L. Yanger

WLY/prm
Encls:

FILED
1995 FEB -6 AM 9:13
TALLAHASSEE, FLORIDA

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2/09/95
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ARTICLES OF INCORPORATION
OF
CARLIN, GREEN & ASSOCIATES, INC.

FILED
1995 FEB -6 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Carlin, Green & Associates, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United states or the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock, each share having a par value of three thousand (\$3,000.00) dollars.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is Three Hundred Thousand Dollars (\$300,000.00).

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 3104 Cherry Palm Drive, Suite 260, Tampa, Florida 33619. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the by-laws.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have been qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------|-----------------------------------------------------------|
| Ken Carlin | 3104 Cherry Palm Drive, Suite 260 Tampa, Florida 33619 |
| Fred Green | 3104 Cherry Palm Drive, Suite 260 Tampa, Florida 33619 |

ARTICLE IX - INCORPORATORS

| <u>Name</u> | <u>Address</u> |
|-------------|-----------------------------------------------------------|
| Ken Carlin | 3104 Cherry Palm Drive, Suite 260 Tampa, Florida 33619 |
| Fred Green | 3104 Cherry Palm Drive, Suite 260 Tampa, Florida 33619 |

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 324 South Hyde Park Avenue, Suite 210, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at this address is William L. Yanger.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasure of this corporation, in the ration that the number of shares he holds at the time of the issue bears to the total number of shares outstanding exclusive of treasure shares.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in written from the corporation stating the prices, terms, and conditions the issue of shares and inviting him to exercise his pre-emptive rights. this right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XIV - DEADLOCK

(a) Should deadlock, dispute, or controversy arise among the shareholders or directors of the corporation in regard to matters management and company policy or matters arising under the provisions of this charter and should the shareholders be unable to resolve such deadlock, dispute or controversy, the matters shall be submitted by the shareholders to arbitration.

(b) Should the shareholders be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

(c) The arbitrator shall be an attorney certified as an arbitrator/mediator, and practicing in Tampa, Florida. The shareholders shall reserve the right to replace the arbitrator by unanimous vote of the shares outstanding and entitled to vote.

(d) Should the shareholders be unable to unanimously elect a successor arbitrator, the deadlock, dispute or controversy shall be submitted to the American Arbitration Association, in accordance with its rules.

(e) The decision of the arbitrator shall be final and binding up on all shareholders. The shareholders shall vote their shares as the arbitrator shall direct.

(f) To enforce these provision, the arbitrator may obtain an injunction from a Court having jurisdiction to direct the shareholders to vote as the arbitrator shall direct.

(g) After arbitration and settlement, should matters in controversy continue to arise, the arbitrator shall determine when arbitration shall no longer reasonably resolve the deadlock, dispute or controversy. Upon making of such a determination by the arbitrator, the objecting shareholder shall offer for sale, first to the corporation and then to the remaining shareholders, his stock interest in the corporation upon the terms of sale and methods of valuation of any buy and sell or option-purchase agreement to which the shareholders and the corporation shall then be a party. Should there be no valid agreement then in effect, the terms of sale and valuation of stock shall be determined by mutual agreement of the parties; however, should they be unable to agree, the terms of sale and valuation of stock shall be determined by the arbitrator.

(h) The corporation and the remaining shareholder shall each have 60 days to exercise their option. Should the corporation or remaining shareholders refuse to exercise their option to purchase the shares of the objecting shareholder, shareholder, upon the written demand of the objecting shareholder, shall unanimously vote to voluntarily dissolve the corporation. Should a shareholder refuse to vote his stock in this manner, the arbitrator may obtain an injunction from a Court with jurisdiction to direct the shareholder to so vote.

ARTICLE XV - STOCK RESTRICTIONS

1. Restrictions of Stock.

No holder of shares of stock of this corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this corporation which he owns or may hereafter acquire except as follows:

(a) Sale during lifetime.

Any shareholder who wishes to dispose of his stock interest in this corporation during his lifetime shall offer to sell his stock interest to the corporation and the corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the by-laws of this corporation and any effective agreement existing between the shareholders at the time of the offer.

In the event the corporation is unable to purchase all for any part of the shares owned by the selling shareholder because of the corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation or the remaining shareholders, the selling shareholder may dispose of his stock to any other person.

(b) Purchase of stock upon shareholder's death.

Upon the death of a shareholder, the legal representative, within six (6) months after death of the shareholder, shall offer to sell all of the decedent's shares to the corporation at the price and upon the terms and conditions as provided by the by-laws of this corporation and any effective agreement existing between the shareholders at the time of the referenced death.

In the event the corporation is unable to purchase all or any part of the shares owned by the selling shareholders because of the corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

2. Notice for sale of stock.

The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The corporation shall thereupon have thirty (30) days after receipt of notice, to purchase said shares.

If the corporation is unable to purchase all or any part of said shares, the other shareholders have thirty (30) days in which to make their purchase.

3. Endorsement of stock certificates.

All stock certificates of this corporation owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this corporation".

ARTICLE XVI - INDEMNIFICATION

Where any officer or director of this corporation is made a party to any action involving this corporation, the right to indemnification of such officer or director is subject to the approval of the Court.

ARTICLE XVII - GREATER THAN MAJORITY VOTE
REQUIRED TO AMEND BY-LAWS ON CERTAIN ACTIONS

The by-laws may be amended at any time by majority vote of the Board of Directors except that any of the following amendments shall require the approval of all the members of the Board of Directors.

(1) Any amendment reducing the percentage of outstanding shares required to constitute a quorum for the transaction of business or required to authorize any stockholder action;

(2) Any amendment reducing the number of directors required to constitute a quorum for the transaction of business or required to authorize any action on the part of the Board of Directors;


(3) Any amendment increasing or decreasing the number of authorized shares, or authorizing the issuance of previously authorized but unissued shares;


(4) Any amendment increasing or decreasing the number of directors;

(5) Any amendment imposing or eliminating any stock transfer restrictions or mandatory stock purchase obligations;

(6) Any amendment to this Article.

IN WITNESS THEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of February, 1995.


KEN CARLIN (SEAL)


FRED GREEN (SEAL)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

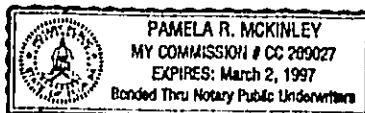
BEFORE ME personally appeared Ken Carlin and Fred Green, known to me by production of a valid Texas Drivers License, and known to me to be the individuals described in and who executed the foregoing Articles or Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above, this 2nd day of February, 1995.

Pamela R. McKinley

NOTARY PUBLIC

Printed: Pamela R. McKinley
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Carlin, Green & Associates, Inc.


WILLIAM L. YANGER
REGISTERED AGENT

STATE OF FLORIDA

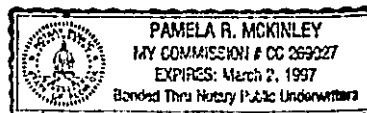
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared William L. Yanger, known to me by production of a valid Florida Drivers License, and known to me to be the individual described in and who executed the foregoing Acceptance of Registered Agent, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above, this 3rd day of February, 1995.


NOTARY PUBLIC

My Commission Expires:



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1995 FEB -6 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA