

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____

P95000017683

of _____
 RE: Car Bay, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art of Inc File		
<input type="checkbox"/> Corp Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S. _____		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	4.000001 4.21 0.74	
<input type="checkbox"/> Annual Report/Reinstatement	13.70 3.75 11.05 1.00	
<input type="checkbox"/> Reg. Agent Service	131.25 131.25	
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Name Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs		
SUBTOTALS		

MH
 3-3-95

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY Jc

WALK-IN Will Pick Up 3-3 101

FEE.....	\$ 0
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

CAR-RAY, INC.

The undersigned hereby form this corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. Corporate Name.

The name of this corporation is CAR-RAY, INC. (Hereinafter referred to as the "Corporation").

ARTICLE II. Nature of Business.

This corporation is organized for the following purposes:

a. To acquire and manage apartments or other land rights or related properties and to do all things necessary to effect the above purposes for themselves or others, and, in accordance with the laws of the State of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and may own real or personal property.

b. To construct, erect, build, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, waterworks, sewers, docks, fills and other structures and improvements of any kind or character whatsoever; to buy, sell, purchase, lease or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein or chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease or otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways therein; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

c. To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

d. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

e. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable or being profitably dealt with in connection with any of the said businesses.

f. To guarantee, to acquire by purchase subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

g. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

h. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies. Particularly to engage in the hiring of personnel or the management of personnel for cruise lines or related ships or shipping whether national or international and to do any and all things in connection with the transport of any such personnel.

i. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

j. To borrow money and contract debts when necessary the transaction of its business or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust or pledge or other lien upon any and all of the property, rights, privileges, or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof, subject, however, to the provisions of Article II. hereof.

k. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds secured or evidences of indebtedness created

by any other corporation or corporations, and while owning said stock to exercise all rights, powers, and privileges of ownership, including the right to vote thereon.

l. To purchase, sell and transfer shares of its own capital stock.

m. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To have an to exercise all the powers now or hereafter conferred by Laws of the State of Florida upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amending said law or supplement thereto.

ARTICLE III. Capital Stock.

The amount of the total authorized capital stock of the corporation shall be One Hundred (100) shares of Common Stock of Five (\$5.00) Dollars par value.

ARTICLE IV. Initial Capital.

The amount of capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V. Corporate Existence.

The corporation shall have perpetual existence.

ARTICLE VI. Registered Office and Registered Agent.

The principal place of business of said corporation is to be located in Miami, Florida, at 846 N.W. 3rd Avenue, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries. Andrew Carey is hereby designated as Registered Agent of the corporation and whose mailing address is 846 N.W. 3rd Avenue, Miami, Florida 33136.

ARTICLE VII. Number of Directors.

The affairs of the corporation shall be conducted by a Board of not less than two (2) directors, who need not be stockholders.

ARTICLE VIII. Directors and Officers.

The name and post office address of the first Board of Directors of the corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successor is elected and qualified, are as follows:

ANDREW CAREY 846 S.W. 3rd Avenue
Miami, Florida 33136

RAYNARD GILBERT 8962 S.W. 127th Terrace
Miami, Florida 33176

Initially the office of President, Vice-President, Secretary and Treasurer shall be held by:

ANDREW CAREY 846 S.W. 3rd Avenue
Miami, Florida 33136

President & Treasurer

RAYNARD GILBERT 8962 S.W. 127th Terrace
Miami, Florida 33176

Vice-President & Secretary

until successor is elected and qualified.

ARTICLE IX. Subscribers.

The name and post office address of the subscriber of this Certificate of Incorporation, and a statement of the number of shares of stock which they agree to take is as follows:

ANDREW CAREY 846 S.W. 3rd Avenue 50 shares
Miami, Florida 33136

RAYNARD GILBERT 0962 S.W. 127th Terrace 50 Sharon
Miami, Florida 33176

ARTICLE X. Amondments.

The Articles of Incorporation may be amonded by an amondment proposed by a member of the Board of Directors, and adopted by the affirmative vote of a majority of the members of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, on this 30 day of February 1995.

Andrew Carey
ANDREW CAREY

Raynard Gilbert
RAYNARD GILBERT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Personally appeared before me, the undersigned authority, ANDREW CAREY AND RAYNARD GILBERT, known to me to be the persons described in and who executed the foregoing Articles of Incorporation.

Witness by my hand and seal at Miami, Dade County, Florida, this 30 day of February, 1995.

Lisa M. Lloyd
Notary Public - State of Florida

My Commission Expires:



LISA M. LLOYD
MY COMMISSION # CC 243940 EXPIRES
December 12 1995
DONOR TO THE FIDELITY AND BOND INSURANCE, INC.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Andrew Carey
REGISTERED AGENT, ANDREW CAREY