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Admitted in N.Y., N.J. and Florida

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March 28, 1995

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

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SUBJECT: CAROLYN D. COTTLE, P.A.

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to Department of State for \$122.50 which includes:

1. \$ 35.00 Filing Fee
2. 35.00 Designation of Registered Agent
3. 52.50 Certified Copy

FOR:

Carolyn D. Cottle
330 Poinciana Island Drive
North Miami Beach, FL 33160
(305) 944-7890

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,

Paul S. Labiner
Paul S. Labiner, Esq.

dcc
Enclosures

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 30 AM 10:24

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ARTICLES OF INCORPORATION
OF
CAROLYN D. COTTLE, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 30 AM 10:24

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

ARTICLE I

The name of the corporation shall be: Carolyn D. Cottle, P.A.

ARTICLE II

The business purpose of the corporation shall be to engage in all aspects of the practice of real estate sales, investment, and management. The corporation shall render professional services only through its legally authorized officers, agents and employees.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act

of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§ § 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses is as follows:

Carolyn D. Cottle
330 Poinciana Island Drive
North Miami Beach, FL 33160

ARTICLE X

The initial registered agent of the corporation is Carolyn D. Cottle. The street address of the corporation's initial registered office is 330 Poinciana Island Drive, North Miami Beach, Florida 33160.

ARTICLE XI

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

330 Poinciana Island Drive
North Miami Beach, FL 33160

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is:

Carolyn D. Cottle
330 Poinciana Island Drive
North Miami Beach, FL 33160

The undersigned incorporator has executed these Articles of

Incorporation this 27th day of March , 1995.

Carolyn D. Cottle
CAROLYN D. COTTLE, Incorporator

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.

Dated: March 27, 1995

Carolyn D. Cottle
Registered Agent-CAROLYN D. COTTLE

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David Cottle Consulting

*Helping Businesses and Professional Firms
Increase Growth and Profitability*

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April 7, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 APR 15 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

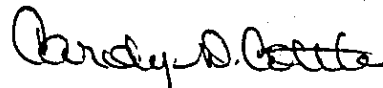
Ladies and Gentlemen:

Enclosed are the Articles of Dissolution for Carolyn D. Cottle, P.A.

I own(ed) all the stock and voted for the dissolution. The dissolution was effective December 31, 1996. As of that date, the operations of Carolyn D. Cottle, P.A. were merged into David Cottle, P.A. d/b/a David Cottle Consulting.

If you have any questions, you may contact me in care of David Cottle Consulting at the address and/or phone numbers on this letterhead.

Very truly yours,



Carolyn D. Cottle
former president of Carolyn D. Cottle, P.A.

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VS APR 21 1997

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: CAROLYN D. COTTLE, P.A.

SECOND: The date dissolution was authorized: DECEMBER 31, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. UNANIMOUS

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 7th day of April, 1997

Signature Carolyn D. Cottle
(By the Chairman or Vice Chairman of the Board, President, or other officer)

CAROLYN D. COTTLE
(Typed or printed name)

PRESIDENT
(Title)