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DIVISION OF CORPORATION

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CORPORATION(S) NAME

CARNEGIE MANAGEMENT, INC.

FILED  
95 JUN -9 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EMPIRE Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Certificate Under Seal |   |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies           |   |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up         |
|  |   | <input type="checkbox"/> Mail Out                   |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CARNEGIE MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: Carnegie Management, Inc.

**ARTICLE II - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV CAPITAL STOCK**

The aggregate number shares which the corporation has authority to issue is 1000 shares all of which shall be common shares with par value of 1.00.

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each share holder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI - REGISTERED OFFICE**

The street address of the initial registered office and the principal place of business for the corporation is 118 Lake Emerald Drive, Apt. 208, Oakland Park, FL 33309. The name of the initial registered agent at such address is Paula Carnegie.

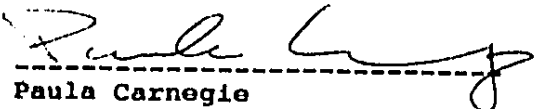
**ARTICLE VII - DIRECTORS**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

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**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator is:  
Paula Carnegie  
118 Emerald Drive, Apt. 208  
Oakland Park, FL 33309

  
-----  
Paula Carnegie

**ARTICLE IX - OFFICE OF CORPORATION**

The address of the office of this corporation is:  
118 Emerald Drive, Apt. 208  
Oakland Park, FL 33309

**ARTICLE X - COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of filing of the Articles of Incorporation.

**ARTICLE XI - DESIGNATION OF THE REGISTERED AGENT**

The name of the registered agent of this corporation.

  
-----  
Paula Carnegie

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 67.0501 Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Carnegie Management, Inc.
2. The name and address of the registered agent and office is:  
Paula Carnegie  
118 Lake Emerald Drive, Apt. 208  
Oakland Park, FL 33309

SIGNATURE

TITLE

DATE

PRESIDENT

June, 1, 1975

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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.

SIGNATURE

DATE

June, 1, 1975