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August 31, 1995

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

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-09/05/95--01054--001
*****70.00 *****70.00


Re: CARLIECO, INC.

Dear Sirs:

Enclosed please find for filing the original and one copy of the Articles of Incorporation regarding the above-named Corporation, together with the Certificate of Registered Agent. Enclosed is a check in the amount of \$70.00 in payment of applicable fees.

Thank you for your consideration and prompt assistance in this matter.

Cordially,


Craig P. Moore

CPM/vm

Encl.

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ARTICLES OF INCORPORATION

OF

CARLIECO, INC.

ARTICLE I

The name of this corporation is CARLIECO, INC..

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the following purposes:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV

This corporation is authorized to issue five thousand shares of One Dollar (\$1.00) par value stock.

ARTICLE V

The name of the initial registered agent and the registered office address of this corporation is as follows:

WALTER W. LAMBERT
537 Central Avenue
St. Petersburg, FL 33701

ARTICLE VI

This corporation shall have FOUR (4) directors initially. The number

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of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation, but shall never be less than one.

The name(s) and address(es) of the initial director(s) of this corporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
WALTER W. LAMBERT	4750 Dolphin Cay Lane St. Petersburg, FL 33711
MARIE LAMBERT	4750 Dolphin Cay Lane St. Petersburg, FL 33711
JANET VILLANO	6247 2nd Avenue South St. Petersburg, FL 33707
JOHN VILLANO	6247 2nd Avenue South St. Petersburg, FL 33707

ARTICLE VII

The name and residence address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WALTER W. LAMBERT	4750 Dolphin Cay Lane St. Petersburg, FL 33711

ARTICLE VIII

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that

purpose.

ARTICLE IX

Shares of capital stock of this corporation issued initially shall be held by the initial shareholders and may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided in the By-Laws.

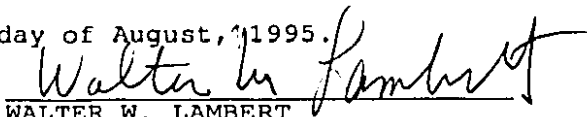
ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Corporation, or any amendment hereto, and any right conferred upon the shareholders, is subject to this reservation.

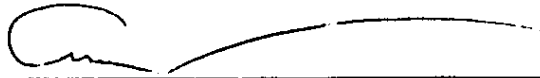
IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 31 day of August, 1995.


WALTER W. LAMBERT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared WALTER W. LAMBERT, who is personally known to me or who produced Driver's License as identification, who acknowledged to and before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 31 day of August, 1995.



NOTARY PUBLIC

My Commission Expires:



CHAD P. MOORE
My Commission CG441002
Expires Feb. 27, 1998
Bonded by HAI
H00 429 1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

That CARLIECO, INC., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business located at
537 Central Avenue, City of St. Petersburg, State of Florida, has named
WALTER W. LAMBERT, who is located at 537 Central Avenue, St. Petersburg,
Florida 33701, as its agent to accept service of process within
Florida.

SIGNATURE Walter W. Lambert

TITLE Incorporator/Director

DATE 8-31-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE Walter W. Lambert
(REGISTERED AGENT)

DATE 8-31-95

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