

P910000010943

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Carlyle Realty Inc.

96 FEB -5 AM 11:40

SECRETARY OF STATE DISBURSED
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () Cert. Copy(s) _____

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () pgs. _____

SUBTOTALS _____

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

RECEIVED
 96 FEB -5 AM 11:40
 DIVISION OF CORPORATIONS

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

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY [Signature] CK No. _____
 WALK-IN 2/5 12:00
 Will Pick Up _____

ARTICLES OF INCORPORATION

OF

CARLYLE REALTY, INC.

FILED

95 FEB -5 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes 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 CARLYLE REALTY, INC. and the principal office of the corporation is located at 38 Saddleback Road, Tequesta, Florida 33469.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to 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 of shares which the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 38 Saddleback Road, Tequesta, Florida 33469, and the name of the initial registered agent at that address is R. MASON SIMPSON.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

R. MASON SIMPSON, 38 Saddleback Road, Tequesta, Florida
33469

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

R. MASON SIMPSON, 38 Saddleback Road, Tequesta, Florida
33469

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

1st IN WITNESS WHEREOF, I have subscribed my name this
day of February, 1996.



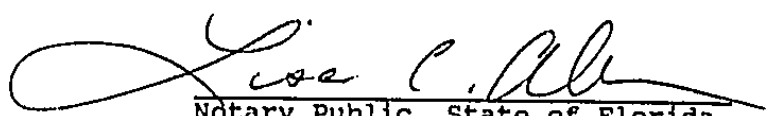
R. MASON SIMPSON, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authority, R. MASON SIMPSON, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 1st day of February, 1996.

(SEAL)



Notary Public, State of Florida
My Commission Expires:



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

FILED

96 FEB -5 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501(3) Florida
Statutes, the following is submitted:

CARLYLE REALTY, INC., desiring to organize under the
laws of the State of Florida, with its principal place of
business at 38 Saddleback Road, Tequesta, Florida 33469, County
of Martin, State of Florida, has named R. MASON SIMPSON, located
at 38 Saddleback Road, Tequesta, Florida 33469, as its agent to
accept service of process within Florida.

DATE: 2/1/96

M. Simpson
R. MASON SIMPSON, Incorporator

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.

DATE: 2/1/96

M. Simpson
R. MASON SIMPSON, Registered Agent