

P91000010943

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

RE: Carlyle Realty, Inc.

96 FEB -5 AM 11:40

SECRETARY OF STATE DISBURSED  
TALLAHASSEE, FLORIDA

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 \$ \_\_\_\_\_

- 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 \_\_\_\_\_
- \_\_\_\_\_ Photo ( ) \_\_\_\_\_
- \_\_\_\_\_ Top Priority \_\_\_\_\_
- \_\_\_\_\_ Express Mail Prop. \_\_\_\_\_
- \_\_\_\_\_ FAX ( ) \_\_\_\_\_ pgs.

000001706220  
-02/05/96--01021--020  
\*\*\*\*122.50 \*\*\*\*122.50

SUBTOTALS \_\_\_\_\_

*PH 2/15/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN 2/15 12:00  
Will Pick Up \_\_\_\_\_

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

RECEIVED  
96 FEB -5 AM 11:40  
DIVISION OF CORPORATE AFFAIRS

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

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.

15<sup>th</sup> IN WITNESS WHEREOF, I have subscribed my name this  
day of February, 1996.

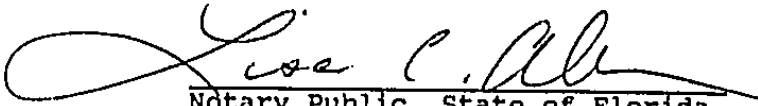
  
\_\_\_\_\_  
R. MASON SIMPSON, Incorporator

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 15<sup>th</sup> 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

90120-5 AM 11:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

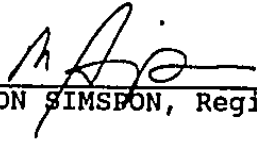
CARLYLE REALTY, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 38 Saddleback Road, Tequesta, Florida 33469, County of Martin, State of Florida, has named R. MASON SIMPSON, located at 38 Saddleback Road, Tequesta, Florida 33469, as its agent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

DATE: 2/1/96

  
\_\_\_\_\_  
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

  
\_\_\_\_\_  
R. MASON SIMPSON, Registered Agent