

Leonard & Danzinger
Certified Public Accountants

A Partnership of Professional Associations

Malcolm A. Leonard, CPA, RA.
Barry M. Danzinger, CPA, RA.

3810 Hollywood Boulevard
Hollywood, Florida 33021-6730
Telephone (305) 962-5277
Fax (305) 981-5844

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SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
MAY 24 1996
TALLAHASSEE, FLORIDA

We are enclosing the Certificate of Incorporation for CARLY, INC. with a check in the amount of \$70.00.

Please send the approved papers to : LEONARD & DANZINGER, CPA's 3810 Hollywood Boulevard, Hollywood, Florida 33021-6730. Thank you.

Sincerely,



LEONARD & DANZINGER, CPA's
Certified Public Accountants

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MAY 24 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 1, 1996

LEONARD & DANZINGER PA
3810 HOLLYWOOD BLVD
HOLLYWOOD, FL 33021-6730

SUBJECT: A.G.M. INC.
Ref. Number: W96000009248

We have received your document for A.G.M. INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 296A00020899



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 9, 1996

LEONARD & DANZINGER PA
3810 HOLLYWOOD BLVD
HOLLYWOOD, FL 33021-6730

SUBJECT: A.G.M. INC.
Ref. Number: W96000009887

OLD NAME
NEW NAME: AL GOODMAN, INC.

We have received your document for A.G.M. INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 596A00022679

ARTICLES OF INCORPORATION

OF

AL GOODMAN, INC.

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves under corporation pursuant to the provisions of the laws of the State of Florida providing for the formation of corporation for profit for the purposes and with the powers herein mentioned, and that we do by Certificate set forth:

I

The name of the Corporation is:

AL GOODMAN, INC.

II

The Corporation's existence shall commence at 12:01 a.m. local time on the date of filing. The Corporation shall be of perpetual duration.

III

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

IV

There shall be only one (1) class of stock in this corporation, namely common stock with a par value of \$1.00 per share.

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (1000) shares, with a par value of \$1.00 each.

The corporation shall commence its existence with one hundred (100) shares, to be owned by the undersigned incorporators: **Al and Marlene Goodman of 1931 SW 52nd Avenue, Plantation, Florida 33317.**

V

The registered office of the Corporation is to be located at: **AL GOODMAN, INC. 1931 SW 52nd Avenue, Plantation, Florida 33317.**

VI

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

FILED
96 MAY 24 10 34 AM
TALLAHASSEE, FLORIDA

Name:	Address:	Office:
AL GOODMAN	1931 SW 52nd Avenue Plantation, Fl 33317	President
MARLENE GOODMAN	1931 SW 52nd Avenue Plantation, Fl 33317	Secretary, Treasurer

The Undersigned Incorporators agrees to abide by the provisions of this charter and of the laws of the State of Florida in the conduct of the affairs of this corporation, and to take the number of shares of stock as set forth above.

Signature of Incorporators:

Date:


AL GOODMAN

4-24-96

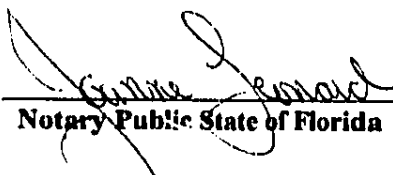

MARLENE GOODMAN

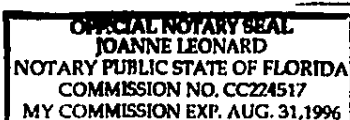
4-24-96

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State of Florida and the county of Broward.

This 24th day of April 1996.

My Commission Expires:


Notary Public State of Florida




VII

In compliance with Section 48,091 Florida Statutes, the following is submitted:

AL GOODMAN, INC., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business in the city of Fort Lauderdale, State of Florida, has named Al Goodman of 1931 SW 52nd Avenue, Plantation, Florida 33317 as its agent to accept service process within Florida.


AL GOODMAN

Signature 
Date 4-24-96

FILED
96 MAY 24 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The mailing address, principal address and registered address of the corporation is: 1931 SW 52nd Avenue, Plantation, Florida 33317.

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 these duties.

Signature 
AL GOODMAN
Date 4-24-96

VIII

The initial Board of Directors shall consists of two (2) Directors. The name, post office addresses of the first Board of Directors and Officers who, subject to the provisions of the Certificate of Incorporation, by-laws and the Act of the Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, is as follows: