

P96000058438

SCHULTE ROTH & ZABEL

PHILLIPS POINT, WEST TOWER
SUITE 1002

777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401

(561) 659-9800

FACSIMILE:
(561) 659-9810

July 1, 1996

BURTON LEHMAN
HOWARD F. SHARFSTEIN
WILLIAM D. ZABEL

NEW YORK OFFICE
900 THIRD AVENUE
NEW YORK, N.Y. 10022
(212) 788-0404

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

000001809578
-07/10/96--01095--001
*****70.00 *****70.00

RE: Incorporation of Carr-Long Real Estate, Inc.

Gentlemen:


Enclosed are duplicate originals of Articles of Incorporation for Carr-Long Real Estate, Inc., together with a check payable to the Florida Secretary of State in the amount of \$70.00, representing the following:

Filing fee	\$ 20.00
Certified copy	30.00
Resident Agent	<u>20.00</u>
TOTAL	<u>\$ 70.00</u>

Please expedite the completion of this incorporation as much as possible, certify the enclosed copy of Articles of Incorporation, and return the same to this office.

If anything further is required, please do not hesitate to call me collect at the above phone number.

Sincerely,


Linda S. Lanning
Legal Assistant

Enclosures

cc: Mrs. Patricia C. Long

FILED
96 JUL 10 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 7/12/96

ARTICLES OF INCORPORATION
OF
CARR-LONG REAL ESTATE, INC.

FILED
96 JUL 10 AM 8:13
CLERK OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to the Corporation
Laws of the State of Florida)

We, the undersigned, for the purpose of forming a business corporation pursuant to the Corporation Laws of the State of Florida, do hereby make, subscribe and acknowledge these Articles of Incorporation for that purpose, as follows:

- I. The name of the corporation shall be CARR-LONG REAL ESTATE, INC.
- II. The general nature of the business or businesses to be transacted by the corporation is:
 - A. To engage in any and all business operations permitted pursuant to the laws of the State of Florida.
 - B. To purchase items for sale or lease in the ordinary course of such an operation.
 - C. To purchase, lease, exchange, hire or otherwise acquire real or personal property, chattels, rights, easements, patent rights, privileges and franchises.
 - D. To hire employees necessary to the operation of the corporation and to terminate such employment as the directors see fit.
 - E. To borrow money for the purpose of funding and establishing the business of the corporation and issue all and every kind of bonds, notes and other obligations and to secure the same by pledges or mortgages of the whole or any part of the property of the corporation, either real or personal, or by any other form of security or instrument, in writing, or to issue bonds, notes, debentures, or other obligations with or without security, and to sell or pledge any or all such bonds, notes or other obligations.
 - F. To the extent as provided by law, to acquire real or personal property to the extent that any of the same shall be authorized to be purchased, held, used, managed or dealt in by the corporation under the provisions hereof or necessary for the use and lawful purposes of the corporation, and to issue in consideration thereof and in payment therefor shares of the corporate stock of the corporation, or the bonds, notes, debentures or other obligations of the corporation.
 - G. To the extent permitted by law, to subscribe, purchase, acquire, hold, own, invest in, assign, transfer, mortgage, pledge or otherwise dispose of or deal in the stocks, bonds, debentures or other securities and obligations of any other corporation, domestic or foreign, and to pay for the same in cash or issue in exchange therefor its own stocks, bonds and other obligations and possess and exercise in respect of the stocks, bonds, debentures, or other securities and obligations of any corporation, domestic or foreign, acquired under the provisions of this paragraph, and all the rights, powers and privileges of individual owners thereof, including any and all voting powers.

- II. To the extent permitted by law, to acquire the whole or any part of the goodwill, rights or property or other assets of any person or entity, domestic or foreign, engaged in a similar business, and to assume the whole or any part of the liabilities of the same, and to pay for the same in cash, stocks or bonds of this corporation, or otherwise.
- I. To the extent permitted by law, to guarantee the bonds or other evidence of indebtedness or any other corporation whenever it is necessary or expedient in carrying out any of the powers herein conferred upon this corporation.
- J. To conduct its business, so far as permitted by law, in the State of Florida and in all other states of the United States of America and its territories and in the District of Columbia, and in any and all of the dependencies, colonies or possessions of the United States and in foreign countries.

The foregoing clauses setting forth the nature of the business or businesses to be transacted by the corporation shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred upon corporations by the laws of the State of Florida at the date of this incorporation. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner not in conflict therewith the powers of the corporation, and that the corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinbefore enumerated, either alone or in association with other corporations, firms or individuals, to the full extent permitted by law and as fully as individuals might or could do as principals, agents, contractors, sub-contractors or otherwise.

III. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value per share, all of which shall be classified and designated as common stock, fully paid and non-assessable.

IV. The amount of capital with which the corporation shall begin business is One Hundred and 00/100 Dollars (\$100.00).

V. The corporation is to have perpetual existence.

VI. The principal place of the business and the initial registered office of the corporation is: c/o Schulte Roth & Zabel, 777 South Flagler Drive, Suite 1002, West Palm Beach, Florida 33401, with the privilege, however, of having branch offices or places of business in any other place or places within or without the State of Florida, and its initial registered agent at such address is Lenne A. Gapstur, Esq.

VII. The number of directors shall be not less than one (1) nor more than five (5), and the directors need not be stockholders of the corporation.

VIII. The names and post office addresses of the members of the first Board of Directors, President, Vice-President, Secretary and Treasurer, who, subject to the provisions of these Articles of Incorporation, the By-laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until their successors are elected and have qualified, are:

<u>FIRST BOARD OF DIRECTORS AND OFFICERS</u>	<u>ADDRESSES</u>
Patricia Carr Long - President and Treasurer	4626 55th Street South Lake Worth, Florida 33463
David Jeffrey Carr - Vice President and Secretary	4 South O Street Lake Worth, Florida 33460

IX. The name and post office address of each subscriber to these Articles of Incorporation, and a statement of the number of shares of stock which each subscriber agrees to take in the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Patricia Carr Long	4626 55th Street South Lake Worth, FL 33463	50	\$50.00
David Jeffrey Carr	4 South O Street Lake Worth, FL 33460	50	\$50.00

The total aggregate amount of the proceeds of the stock so subscribed for will not be less than the amount of the capital with which the corporation will begin business.


X. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

XI. Each subscriber of common stock shall be entitled, subject to such rules as may be prescribed by the Directors pursuant to law, to one vote for each share of common stock standing in his or her name on the books of the corporation, each holder of common stock entitled to vote shall be entitled to as many votes as shall equal the number of shares of common stock held by him or her, multiplied by the number of Directors to be elected, and he or she may cast all such votes for a single director or may distribute them among the

number to be voted for any two or more of them as he or she may see fit.

IN WITNESS WHEREOF, we have made and subscribed these Articles of

Incorporation this ____ day of June, 1996.


Patricia Carr Long, President


David Jeffrey Carr, Vice President

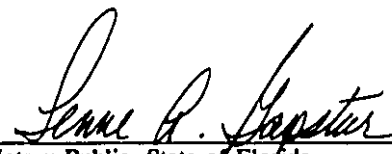
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared PATRICIA CARR LONG, who did (did not) take an oath, personally known to me ~~or who has produced~~ _____ as identification, and she acknowledged before me that she executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of June, 1996.



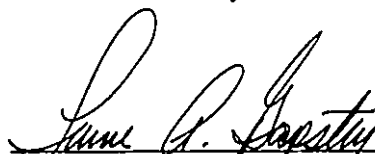
LENNE A. GAPSTUR
MY COMMISSION # CC451262 EXPIRES
July 11, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.


Notary Public, State of Florida
Printed Name LENNE A. GAPSTUR
Commission No. _____
My Commission Expires _____

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

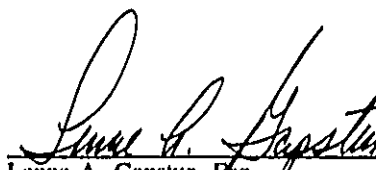
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DAVID JEFFREY CARR, who did (did not) take an oath, personally known to me ~~or who has produced~~ _____ as identification, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of July 1996.


Notary Public, State of Florida
Printed Name LENNE A. GAPSTUR
Commission No. _____
My Commission Expires _____

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, 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.



Lenne A. Gapstur, Esq.
Resident Agent

FILED
96 JUL 10 AM 8:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA