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SEP-05-1996 17:34  
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EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3084

FAX #: (904)922-4001  
ACCT#: 072460003265  
FAX #: (305)541-3770

NAME: HOME-TECH INDUSTRIES, INC.  
AUDIT NUMBER.....H90000012430  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.60

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FLORIDA  
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TALLAHASSEE, FLORIDA  
9-03303

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96 SEP -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2898-1/25  
Wheeler

ARTICLES OF INCORPORATION  
OF  
HOME-TECH INDUSTRIES, INC.

④  
H96 000012430

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLES I  
NAME AND ADDRESS

The name and address of the principal office and/or mailing address of the Corporation is as follows:

**HOME-TECH INDUSTRIES, INC.**

Congress Corporate Plaza  
902 Clint Moore Road, Suite 136  
Boca Raton, FL 33487

ARTICLE II  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

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96 SEP -5 PM 5:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLES IV  
CAPITAL STOCK

This Corporation is authorized to issue 7,500,000 shares of \$0.01 par value common stock.

Prepared by:  
Mark C. Perry, Esquire  
2455 East Sunrise Boulevard, Suite 905  
Fort Lauderdale, Florida 33304  
(954) 364-6616  
Florida Bar Number: 215941

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H96 000012430

**ARTICLE V**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Mark C. Perry, Esquire.

**ARTICLES VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Leonard Tucker  
Congress Corporate Plaza  
902 Citat Moore Road, Suite 136  
Boca Raton, FL 33487

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Corporation's incorporator is:

Mark C. Perry, Esquire  
2455 East Sunrise Boulevard, Suite 905  
Fort Lauderdale, Florida 33304

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.


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**ARTICLE X  
LIMITATION ON SHAREHOLDER SUITS**

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 5<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
Mark C. Perry, Esq., Incorporator  
2455 East Sunrise Boulevard, Suite 905  
Ft. Lauderdale, Florida 33304

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

MARK C. PERRY, ESQUIRE  
By:   
\_\_\_\_\_  
Mark C. Perry, Registered Agent

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6/05/97

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((H97000009286-0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HOME-TECH INDUSTRIES, INC.  
AUDIT NUMBER.....H97000009286  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 3  
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EST.CHARGE.. \$35.00

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HOME-TECH INDUSTRIES, INC.

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DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
**Secretary of State**

June 6, 1997

**HOME-TECH INDUSTRIES, INC.**  
**902 CLINT MOORE ROAD STE 136**  
**BOCA RATON, FL 33487**

**SUBJECT: HOME-TECH INDUSTRIES, INC.**  
**REF: P96000074244**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

We received the coversheet and a one page document along with a blank sheet of paper. Is this all of your document? Please remove document number J61625 from your document. This is not your document number.

The date of incorporation for the above corporation is September 6, 1996. Please correct your document accordingly.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000009286  
Letter Number: 697A00030686

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DIVISION OF CORPORATIONS

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H 9700009286

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
HOME-TECH INDUSTRIES, INC.**

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 5th day of September, 1996, and assigned Document Number P9600074244, are hereby amended pursuant to a written consent in lieu of meeting of the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 19th day of May, 1997, as follows:

**ITEM 1**

1. **ARTICLE I - NAME** is hereby amended to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation shall be:

**THE CARRINGTON REVIEW, INC.**

The principal place of business of this corporation shall be:

902 Clint Moore Road, Suite 136, Boca Raton, FL 33487

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 5<sup>th</sup> day of ~~May~~ JUNE, 1997

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 5<sup>th</sup> day of ~~May~~ JUNE, 1997.

By: *Leonard Tucker*  
Leonard Tucker  
President

PREPARED BY:  
MARK C. PERRY  
FBN, 251941  
2455 E. Sunrise Blvd.  
Suite #905  
Ft. Lauderdale, FL 33304  
954-646-6616

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