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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: MURAI, WALD, BIONDO, MORENO, P.A. ACCT#: 076150002103
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NAME: THE CARLISLE GROUP, INC.
AUDIT NUMBER.....H96000015095
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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[Signature]

096A - 49560

Articles of Incorporation

of

THE CARLISLE GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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ARTICLE I

NAME

The name of the corporation is THE CARLISLE GROUP, INC. whose address is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

Fax Audit # H96000015095

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Stewart Marcus.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the directors are:

Stewart Marcus
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

Lloyd J. Boggio
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Stewart Marcus
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

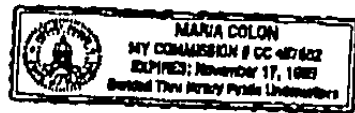
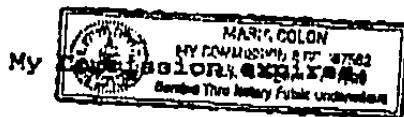
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of October, 1996.

Stewart Marcus
Stewart Marcus, President

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

25th The foregoing instrument was acknowledged before me this 25th day of October, 1996 by STEWART MARCUS, who is personally known to me or who has produced _____ as identification.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Maria Colon
Commission No.: _____



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Certificate of Registered Agent
OF
THE CARLISLE GROUP, INC.

FILED
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STATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That THE CARLISLE GROUP, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Coral Gables, County of Dade, State of Florida, has named Stewart Marcus at 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134 its agent to accept service of process within this State.

A C C E P T A N C E

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 25th day of October, 1996.

By: Stewart Marcus
Stewart Marcus, President