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FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
P O. BOX 6327
TALLAHASSEE, FL 32314

400001989974--5
-10/30/96--01030--003
*****70.00 *****70.00

Dear Sirs:

Enclosed are the Articles of Incorporation for **Carlson Property Management, Inc.**
along with our check for the required fee in the amount of \$ 70.00. Please return one
copy of the Articles of Incorporation to;

Donald E. Carlson.
1281 Pine Ridge Circle E. #120-D1
Tarpon Springs, FL 34689

Respectfully,

Donald E. Carlson
President

Carlson Property Management, Inc.

OCT 31 1996

FILED
96 OCT 29 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSB

**ARTICLES OF INCORPORATION
OF
Carlson Property Management, Inc.**

FILED
96 OCT 29 PM 12:22
SEC. OF STATE
TALLAHASSEE, FLORIDA

We the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the Laws of the State of Florida

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be **Carlson Property Management, Inc.**

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is **property management services** and any other activities or business permitted under the Laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock at \$5 00 par value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$ 500 00)

ARTICLE V
TERMS OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address, in this State, of the principal office of this corporation is: 1281 Pine Ridge Circle E. #120-D1 Tarpon Springs, FL 34689

The corporation may, from time to time, move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
DIRECTORS

This corporation shall not have Directors, but will be managed by the Stockholders.

ARTICLE VIII
INITIAL OFFICERS

The name and street addresses of the officers of the corporation, who, subject to this Charter, by-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Donald E. Carlson	1281 Pine Ridge Circle E. #120-D1 Tarpon Springs, FL 34689	President, Secretary
Dianne J. Carlson	1281 Pine Ridge Circle E #120-D1 Tarpon Springs, FL 34689	Vice President, Treasurer

ARTICLE IX SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>NAME & ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Donald E. Carlson	Fifty	Two hundred fifty dollars and no cents.
Dianne J. Carlson	Fifty	Two hundred fifty dollars and no cents.

ARTICLE X

DESIGNATION OF REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 1281 Pine Ridge Circle E. #120 Tarpon Springs, FL 34689 and the registered agent shall be Donald E. Carlson to accept service of process within this State until changed according to law.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hand(s) and seal(s) this _____ day of _____, 19____

Donald E. Carlson

Donald E. Carlson

Dianne J. Carlson

Dianne J. Carlson

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

Donald E. Carlson and
Dianne J. Carlson

to me known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and State named above, this 25 day of October, 1996.

Pamela H. Woodruff

NOTARY PUBLIC

My Commission Expires



PAMELA H. WOODRUFF
COMMISSION # CG 330468
EXPIRES NOV 15, 1997

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for this Florida Corporation


Donald E. Carlson

FILED
96 OCT 29 PM 12:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

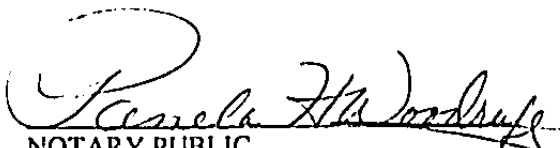
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Donald E. Carlson

known to me to be the person who executed the forgoing Acceptance of Designation as Registered Agent, and acknowledged before me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 25 day of October, 1996


NOTARY PUBLIC

My Commission Expires:



PAMELA H. WOODRUFF
COMMISSION # CC 330468
EXPIRES NOV 15, 1997