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GLENN C. HENDERSON  
DONALD J. KISSLAN

OUR FILE NO.: 96-1417H

November 15, 1996

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-11/22/96--01072--014  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: CARMCO-INVESTMENT REALTY, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles and return one certified copy to me. Also enclosed is our check in the amount of \$122.50 representing:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified copy	<u>52.50</u>
Total	\$122.50

Should you have any questions, please feel free to contact me.

Respectfully,

  
GLENN C. HENDERSON

GCH/dsh

Enclosure

11/19/96  
TB

96 NOV 22 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

CARMCO-INVESTMENT REALTY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
CORPORATE NAME

The name of this corporation is CARMCO-INVESTMENT REALTY, INC.

ARTICLE TWO  
DURATION

This corporation shall exist perpetually unless sooner dissolved according to law. The commencement of corporate existence of this corporation shall be on the date these Articles are filed by the Department of State.

ARTICLE THREE  
PURPOSE

The general nature of the business of this corporation shall be any and all activities or businesses permitted under laws of the United States of America and the State of Florida.

ARTICLE FOUR  
CAPITAL STOCK

The amount of total authorized capital stock of this corporation shall be 100 shares of common stock, no par value each share, and all such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The said capital stock is being issued pursuant to Section 1244 of the Federal Internal Revenue Code.

ARTICLE FIVE  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SIX  
REGISTERED OFFICE AND AGENT

The principal place of business of this corporation shall be 13440 SW 29th Court, Davie, Florida 33330, with the privilege of having branch offices at any other place, and the Registered Agent for service shall be:

Glenn C. Henderson, Esq.  
4431 S.W. 64th Avenue, Suite 119  
Davie, Florida 33314

ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially; the number of directors may be either increased or diminished from time to time by the By-Laws, ut never shall be less than one.

The officers of this corporation shall be president, vice-president, secretary, treasurer or assistants thereof.

The names and post office addresses of the initial Board of Directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

Leclerc Adisson	15 Bromley Court Montville, NJ 07045
Carmen Adisson	15 Bromley Court Montville, NJ 07045

ARTICLE EIGHT  
INCORPORATORS

The names and addresses of the incorporators are:

Glenn C. Henderson	4431 S.W. 64th Ave, #119 Davie, Florida 33314
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ARTICLE NINE  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN  
AMENDMENTS

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 stock holders and approved at a stockholders' meeting, after due notice given, by vote of the majority of the stock entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of November, 1996.

WITNESSES:

Donna Henderson  
Denise C. Ryan

Glenn C. Henderson  
GLENN C. HENDERSON

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared GLENN C. HENDERSON, to me known and known to me to be the persons who executed the foregoing Articles of Incorporation for the uses and purposes therein contained.

WITNESS my hand and official seal this 15th day of November, 1996, at Davie, Broward County, Florida.

Denise C. Ryan  
NOTARY PUBLIC

My commission expires:



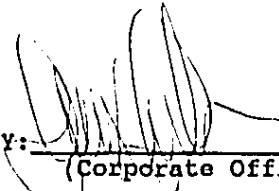
Denise C. Ryan  
MY COMMISSION # CC515412 EXPIRES  
December 15, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. Name of the corporation is: CARMCO-INVESTMENT REALTY, INC.
2. Name and address of the registered agent and office is:

GLENN C. HENDERSON, ESQ.  
4431 S.W. 64TH AVENUE, SUITE 119  
DAVIE, FLORIDA 33328

BY:   
(Corporate Officer)

Title PRESIDENT

Date 11/15/96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, and I accept the duties and obligations of Section 607.325 Florida Statutes.

BY:   
(Registered Agent)

Date 11/15/96

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TALLAHASSEE, FLORIDA