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December 5, 1996

VIA EXPRESS MAIL
EH654582977US

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Carlberg and Wilkinson, Inc.
Art Metal Studios, Inc.

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****122.50 ****122.50

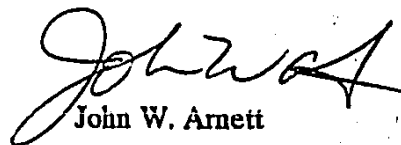
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation regarding the above corporations together with check #25490 and check #2168 each in the amount of \$122.50. Please file and return a copy to the undersigned.

Thank you for your assistance and cooperation in this matter.

Yours very truly,

BOND, ARNETT & PHELAN, P.A.


John W. Arnett

JWA:dn
Encls. As stated above

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EFFECTIVE DATE
1-1-97

FILED
96 DEC -6 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 12/10

EFFECTIVE DATE
1-1-97

ARTICLES OF INCORPORATION

OF

CARLBERG AND WILKINSON, INC.

FILED
96 DEC -6 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is CARLBERG AND WILKINSON, INC.

ARTICLE II - Effective Date

The existence of this corporation shall begin on January 1, 1997.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

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

ARTICLE V - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - Initial Street Address

The street address of the initial principal office of this corporation is 20744 West Pennsylvania Avenue, Dunnellon, Florida 34431, and the name of the initial registered agent of this corporation is Robbin C. Wilkinson.

ARTICLE VII - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

| | |
|---------------------|--|
| Carl Carlberg | 9535 S.W. 202nd Ave. Rd. Dunnellon, Florida 34431 |
| Jayne Carlberg | 9535 S.W. 202nd Ave. Rd. Dunnellon, Florida 34431 |
| David R. Wilkinson | 8780 S.W. 211th Circle Dunnellon, Florida 34431 |
| Robbin C. Wilkinson | 8780 S.W. 211th Circle Dunnellon, Florida 34431 |

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is:
Robbin C. Wilkinson, 8780 S.W. 211th Circle, Dunnellon, Florida 34431.

ARTICLE IX - By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE X - Indemnification

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

ARTICLE XI - Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized),

including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII - Amendment

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - Registered Agent

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

That CARLBERG AND WILKINSON, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Dunnellon, County of Marion, and State of Florida, has named Robbin C. Wilkinson, located at 20744 West Pennsylvania

Avenue, Dunnellon, Florida 34431, as its agent to accept service of process within this State.

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

Robbin C. Wilkinson
ROBBIN C. WILKINSON,
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of November, 1996.

Robbin C. Wilkinson
ROBBIN C. WILKINSON,
Subscriber

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 19th day of November, 1996 by ROBBIN C. WILKINSON, who is personally known to me or produced the identification described below.

(SEAL)

My Commission Expires:



Deborah Neger
Print: Deborah Neger
Notary Public, State of Florida
at Large

NA
IDENTIFICATION

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