

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
915-222-0171
1-800-342-8086

800-342-8086

P960000103897



ACCOUNT NO. : 072100000032

REFERENCE : 202746 109806A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1996

ORDER TIME : 12:32 PM

ORDER NO. : 202746-005

CUSTOMER NO: 109806A

600002040586--0

CUSTOMER: Mr. Pier S. Bjorklund
MR. PIER S. BJORKLUND

4240 Winderlakes Drive

Orlando, FL 32835

DOMESTIC FILING

NAME: SHARK TOOTH IC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: _____

FILED
96 DEC 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
12-30-96

ARTICLES OF INCORPORATION
OF
SHARK TOOTH, INC.

FILED
96 DEC 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHARK TOOTH, INC.

The address of the principal office of this corporation shall be 5728 Major Boulevard, Suite 250, Orlando, Florida 32819, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Pier S. Bjorklund	5728 Major Boulevard, Suite 250, Orlando, Florida 32819
Peter S. Bjorklund	Same
Louis J. Pearlman	Same
Arthur Sullivan	Same

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on December 27, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

JEU

FILED
96 DEC 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE UNITED STATES
CORPORATION
COMPANY

P96000103897

ACCOUNT NO. : 072100000032

REFERENCE : 226648 109806A

AUTHORIZATION : *Patricia Pzyet*

COST LIMIT : \$ 35.00

ORDER DATE : January 17, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 226648-005

CUSTOMER NO: 109806A

400002062714--3

CUSTOMER: Mr. Pier S. Bjorklund
Mr. Pier S. Bjorklund
Suite 250
5728 Major Boulevard
Orlando, FL 32819

DOMESTIC AMENDMENT FILING

NAME: SHARK TOOTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

Amg
Chamyl
1-21-97 *DR*

FILED
97 JAN 21 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Before issuance of shares]

[Submit 1 executed original
and 1 copy thereof]

ARTICLES OF AMENDMENT
OF

SHARK TOOTH, INC.

To the Department of State
State of Florida

FILED
97 JAN 21 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is SHARK TOOTH, INC.
2. Article[s] 1 [, and] of the Articles of Incorporation of the corporation is [are] hereby amended so as to read as follows:

" 1 : THE NAME OF THE CORPORATION SHALL BE:
CARLSON STERLING, INC.

_____:

_____:

3. The corporation has not yet issued shares.

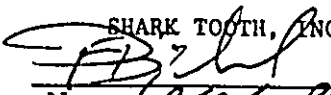
4. The amendment[s] herein provided for was [were] adopted by a majority of the Board of Directors [the sole incorporator] [a majority of the incorporators] of the corporation without shareholder action on January 20, 1997

5. Shareholder action was not required.

[Adapt the following for Article 6]

6. The undersigned is [a director of the corporation] [an incorporator of the corporation].

Executed on January 20, 1997

By:  SHARK TOOTH, INC.
Name: PIER S. BJORKLUND
Title: PRESIDENT / DIRECTOR