

P 97000000990

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 JAN -6 PH 2: 28

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL JAN - 6 1996



REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/4/97	_____	_____
TIME	10:30	_____	CK No. _____
BY	CD	_____	_____

WALK-IN Will Pick Up _____

RE: Carl's Downtown Holding Company, Inc. No. _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s) <i>Photo</i>	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input checked="" type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input checked="" type="checkbox"/> C U S. <i>62</i>	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 97 JAN - 6 AM 10:45
 DIVISION OF CORPORATIONS

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
Carl's Downtown Holding Company, Inc.

FILED

97 JAN -6 PH 2: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Carl's Downtown Holding Company, Inc.

ARTICLE II PURPOSES

The purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17208 Lighthouse Harbor
St. Petersburg, FL 33707

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 voting common shares of stock with par value of \$1.00 per share and 25,000 non-voting common shares of stock with par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Nickolas C. Ekonomides
Ekonomides & Associates
Attorneys and Counselors At Law
201 N. Franklin Street, Suite 2350
Tampa, Florida 33602

The Board of Directors may, from time to time and without an amendment of these articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the state of Florida.

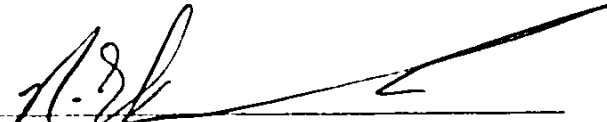
ARTICLE VI INCORPORATOR

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

Nickolas C. Ekonomides
Ekonomides & Associates
Attorneys and Counselors At Law
201 N. Franklin Street, Suite 2350
Tampa, Florida 33602

The undersigned incorporator has executed these Articles of Incorporation this

3d day of January 1997.



Nickolas C. Ekonomides, Incorporator

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

97 JAN -6 PM 2: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, 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. The name of the corporation is:

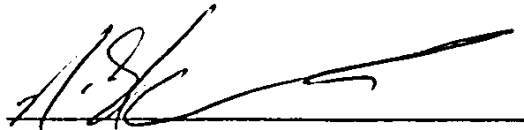
Carl's Downtown Holding Company, Inc.

2. The name and address of the registered agent and office is (P.O. Box not acceptable):

Nickolas C. Ekonomides
Ekonomides & Associates
Attorneys and Counselors At Law
201 N. Franklin Street, Suite 2350
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____



Date: _____

Jan 2 / 97