

P970000002063

TRANSMITTAL LETTER

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

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-01/02/97--01059--002
*****78.75 *****78.75

SUBJECT: CARNEY ENTERPRISES OF PINELLAS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00
Filing Fee

XX \$ 78.75
Filing fee and
Certificate

\$ 122.50
Filing fee and
Certified Copy

\$ 131.25
Filing fee,
Certified Copy and
Certificate

FROM:

BARBARA A. CARNEY

(Name - printed or typed)

204-80 Avenue North #3

(Address)

St. Petersburg, FL. 33702

(City, State and Zip Code)

(813) 579-1088

(Daytime Telephone Number)

FILED
97 JAN -2 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

Dmc
1/8/97

ARTICLES OF INCORPORATION
OF
CARNEY ENTERPRISES OF PINELLAS, INC.

FILED

97 JAN -2 PM 3:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is CARNEY ENTERPRISES OF PINELLAS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

The street address of the initial registered office of this corporation is 204 - 80 Avenue No. #3, St. Petersburg, FL. 33702-4434 and the name of the initial registered agent of this corporation at that address is Barbara A. Carney and the principal office address of the corporation shall be 204 - 80 Avenue No. #3, St. Petersburg, FL. 33702-4434.

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall not be less than one nor more than five. The names and addresses of the initial directors of this corporation are:

Donald R. Carney
204-80 Avenue North #3
St. Petersburg, FL. 33702

Barbara A. Carney
204-80 Avenue North #3
St. Petersburg, FL. 33702

Deborah Blackwell
204-80 Avenue North #3
St. Petersburg, FL. 33702

The directors of this corporation are subject to the provisions of the certificate of incorporation, bylaws 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 their successor is elected and have qualified.

ARTICLE VII

The name and address of the original subscriber and incorporator is:

Donald R. Carney, 204-80 Avenue North #3, St.
Petersburg, FL. 33702.

ARTICLE VIII

In pursuance of Chapter 48.01 Florida Statutes, the following is submitted in compliance with said Act:

That CARNEY ENTERPRISES OF PINELLAS, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in these Articles of

Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, has named Barbara A. Carney, 204-80 Avenue North #3, St. Petersburg, FL. 33702 as its registered agent to accept service of process with this State.

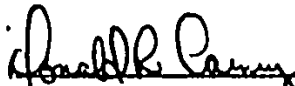
ARTICLE IX

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock will be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of the Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, has hereunto set his hand and seal this 26 day of December, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


Donald R. Carney

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this
26 day of December, 1996, by Donald R. Carney who
is personally known to me or who has produced _____ as
identification and who did (did not) take an oath.

Donna Tarleton
Notary Public
Donna Tarleton
Printed or typed name of Notary

My commission expires:



DONNA TARLETON
COMMISSION # CC 32415
EXPIRES OCT 17, 1997
Bonded Through
ALAN INSURANCE SERVICE

FILED
97 JAN -2 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-s_____ted
corporation, at the place designated in these Articles of
Incorporation, I hereby accept to act in that capacity.

Barbara A. Carney
Barbara A. Carney