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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 18 PM 1:56

August 14, 1997

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

RE: Carly Investments, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Incorporation together with a copy. Would you kindly file said Articles and return them to this office. Also enclosed is a check in the sum of \$122.50 representing the filing fees in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact me.

Sincerely,

*Ronald S. Webster/maaa*

Ronald S. Webster

RSW/maaa

enclosure(s)

8-18-97  
WS

ARTICLES OF INCORPORATION

OF

CARLY INVESTMENTS, INC.  
A NEW FLORIDA CORPORATION

FILED STATE  
SECRETARY OF CORPORATIONS  
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The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: CARLY INVESTMENTS, INC., a new Florida Corporation. The mailing and business address of the corporation is 21 West Pelican Street, Naples, FL 34113.

ARTICLE II

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share.

Additional shares may not be issued and all shares must be issued within two years of the date of incorporation, Shares shall consist of one class only.

#### ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

#### ARTICLE V

The corporation shall exist perpetually.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 21 West Pelican Street, Naples, FL 34113 and the name of its initial Resident Agent is Martha T. Legere.

#### ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

#### ARTICLE VIII

The initial subscribers, incorporators and officers are:

RONALD J. LEGERE, JR.  
21 West Pelican Street  
Naples, FL 34113

President,  
Subscriber and  
Shareholder

MARTHA T. LEGERE  
21 West Pelican St.  
Naples, FL 34113

Secretary, Treasurer  
Subscriber, and  
Shareholder

#### ARTICLE IX

The stock of the corporation shall bear a restrictive legend

which shall require an offering to the other stockholder before sale to a third person.

ARTICLE X

The Articles may be amended only by unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.



RONALD J. LEGERE, JR.  
President, Subscriber and  
Shareholder



MARTHA T. LEGERE  
Secretary, Treasurer  
Subscriber and Shareholder

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

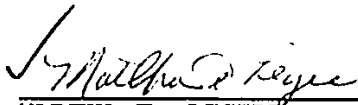
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In pursuance of Chapter 48.901. Florida Statutes, the following is submitted, in compliance with said act.

First-----That CARLY INVESTMENTS, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Naples, County of Collier, State of Florida, has named MARTHA T. LEGERE, 21 West Pelican Street, Naples, FL 34113 County of Collier, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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 to agree to comply with the provisions of said Act relative to keeping open said office.

  
MARTHA T. LEGERE  
RESIDENT AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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