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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: CAROLE PROPERTIES, INC.

AUDIT NUMBER.....H97000017641

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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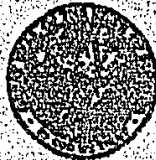
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 23, 1997

EMPIRE

SUBJECT: CAROLE PROPERTIES, INC.
REF: W97000024160

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

NAME CONFLICTS WITH CAROL PROPERTIES, INC.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document SpecialistFAX Aud. #: E97000017641
Letter Number: 597A00051710

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ARTICLES OF INCORPORATION

FOR

Carole Properties and Management, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Carole Properties and Management, Inc.

ARTICLE II

The initial street address of the corporation's principal office is 7000 West Palmetto Park Road, Suite 402, Boca Raton, Florida 33433.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.
Fla. Bar. No.: 897530
7000 W. Palmetto Park Road
Suite 402
Boca Raton, FL 33433
(561) 392-6391

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

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

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Barrett R. Einaugler

7000 West Palmetto Park Road
Suite 402
Boca Raton, FL 33433

ARTICLE VIII

The name and address of the Incorporator is:

Barrett R. Einaugler

7000 West Palmetto Park Road
Suite 402
Boca Raton, Florida 33433

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ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

Barrett R. Einaugler

7000 West Palmetto Park Road
Suite 402
Boca Raton, Florida 33433

ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT:

Barrett R. Einaugler
7000 West Palmetto Park Road
Suite 402
Boca Raton, Florida 33433

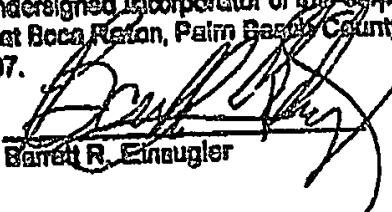
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SECRETARY/TREASURER:

Barrett R. Einaugler
7000 West Palmetto Park Road
Suite 402
Boca Raton, Florida 33433

IN WITNESS WHEREOF, I, the undersigned Incorporator of this corporation, have
executed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, on
this 23rd day of October, 1997.

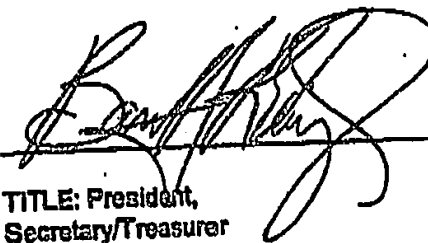

Barrett R. Einaugler

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Carole Properties and Management, Inc., desiring to organize or qualify under the laws of the State of Florida has named Barrett R. Elnaugler as its registered agent to accept service of process within Florida, at: 7000 West Palmetto Park Road, Suite 402, Boca Raton, Florida 33433.

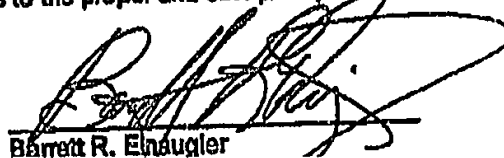


TITLE: President,
Secretary/Treasurer

Date: 10/23/97

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Barrett R. Elnaugler, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



Barrett R. Elnaugler

Dated: 10/23/97

Carole Properties, Inc.

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