

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000102270

*Carlton Development
Company*

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****122.50 ****122.50

✓
Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
97 DEC -4 PM 12:27
RECEIVED
97 DEC -4 AM 10:26
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

QW 12-4-97

Signature _____

Requested by: *Cher* *12.4* *958*
Name Date Time

Walk-In _____ Will Pick Up _____

FILED
97 DEC -4 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARLTON DEVELOPMENT COMPANY

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is CARLTON DEVELOPMENT COMPANY and the principal office of the corporation is located at 19700 Beach Road, Jupiter Island, Florida 33469.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 19700 Beach Road, Jupiter Island, Florida 33469, and the name of the initial registered agent at that address is R. MASON SIMPSON.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

R. MASON SIMPSON, 19700 Beach Road, Jupiter Island,
Florida 33469

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

R. MASON SIMPSON, 19700 Beach Road, Jupiter Island,
Florida 33469

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

IN WITNESS WHEREOF, I have subscribed my name this 3rd
day of December, 1997.

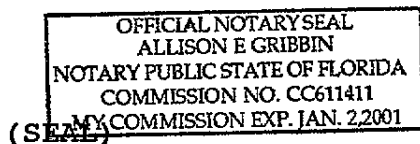


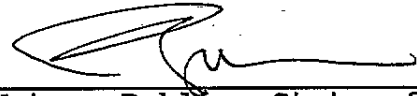
R. MASON SIMPSON, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authority, R. MASON SIMPSON, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 3 day of December, 1997.





Notary Public, State of Florida
My Commission Expires: JAN 2, 2001

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

In compliance with Section 607.0501(3) Florida Statutes,
the following is submitted:

CARLTON DEVELOPMENT COMPANY, desiring to organize under
the laws of the State of Florida, with its principal place of
business at 19700 Beach Road, Jupiter Island, Florida 33469,
County of Palm Beach, State of Florida, has named R. MASON SIMPSON,
located at 19700 Beach Road, Jupiter Island, Florida 33469, as its
agent to accept service of process within Florida.

DATE: 12/3/97



R. MASON SIMPSON, Incorporator

Having been named to accept service of process for the
above stated Corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

DATE: 12/3/97



R. MASON SIMPSON, Registered Agent

FILED
97 DEC -4 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA