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ARTICLES OF INCORPORATION
OF
CARRERA PROFESSIONAL GROUP, INC.

a Florida Corporation

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

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RICHARD A. RANDALL CPA, P.C.

P.O. Box 310
Muncie, Indiana 47308
rarandall@mailcity.com

1.800.998.3874

Dick Randall ~~SAVE~~

AUTHORIZATION BY PHONE TO

CORRECT Name -

DATE 12-16-97

DOC EXAM. RAM

12/10/97
Please return file stamped
copy to:

R.A. RANDALL CPA

P.O. Box 310

Muncie, Ind.

47308

1-800-998-3874

ARTICLES OF INCORPORATION
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CARRERA PROFESSIONAL GROUP, INC.

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WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of the state of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be CARRERA PROFESSIONAL GROUP, INC.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences or indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereinafter may be authorized by law.
- F. To act as General Partner for one or more Limited Partnerships in a capacity as provided for by State law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares at \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office of this corporation shall be located at:

2717 Seville Boulevard / Suite 5210
Clearwater, FL 33764

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than 1 but no more than 3 members.

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, by-laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Randall	P. O. Box 310, Muncie, Indiana 47308.

ARTICLE IX

The Registered Agent and the registered office for this corporation will be

R. A. Randall CPA
2717 Seville Boulevard / Suite 5210
Clearwater, FL 33764

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Randall	P. O. Box 310, Muncie, Indiana 47308.

ARTICLE XI

The Officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be


Richard A. Randall – President/Secretary

ARTICLE XII

The stockholders, notwithstanding other provisions of these Articles of Incorporation shall initially govern this corporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of one (1) director who shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY/TREASURER, and such other offices as are permitted by the by-laws of the corporation. The officers shall serve for one (1) year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the by-laws.

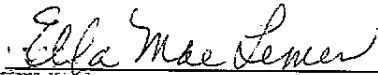
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.


REGISTERED AGENT / INCORPORATOR

STATE OF Indiana)
COUNTY OF Delaware) SS.

On the 10 day of December, 1997, the above listed partners, personally, or by representation, appeared before me. The signers of the within instrument, who duly acknowledged to me that they executed the same.


Notary Public

Seal:

Residing at: Delaware County Commission expires: 9-7-98

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