



LAW OFFICES

**STEINBERG, SLEWETT
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PAUL B. STEINBERG*
ROBERT D. SLEWETT
ROBERT H. YAFFE

*ALSO ADMITTED IN WASH., D.C.

P98000043604

May 7, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: CARINO MARKETING, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of CARINO MARKETING, INC., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty Two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

Paul B. Steinberg

PBS/ sv
Enclosures.

FILED
98 MAY 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

NEW YORK
ASSOCIATED OFFICE
276 FIFTH AVENUE
SUITE 604
NEW YORK, N.Y. 10001
(212) 532-0008

TS 5/14

ARTICLES OF INCORPORATION
OF
CARINO MARKETING, INC.

FILED
98 MAY 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
Name

The name of the corporation shall be:

CARINO MARKETING, INC.

ARTICLE II.
Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 (Five Dollars) par value. The corporation will begin business with \$500.00 (Five Hundred Dollars) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV.
Principal Place of Business

The street address of the initial principal place of business of the corporation shall be 255 East Commercial Blvd., Ste. 291, Lauderdale by the Sea, Florida 33308, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Paul B. Steinberg
Steinberg, Slewett & Yaffe, P.A.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

**ARTICLE VIII.
Officers**


The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
Nikolaus J. Wegeler 255 East Commercial Blyd., Ste. 291 Lauderdale by the Sea, Florida 33308	President/Director

**ARTICLE VIII.
Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is Steinberg, Slewett & Yaffe, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Paul B. Steinberg.

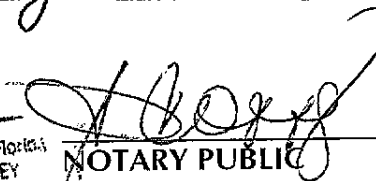
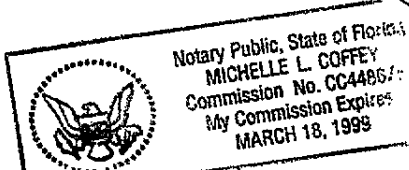
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 7 day of May, 1998.


Paul B. Steinberg
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Paul B. Steinberg**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

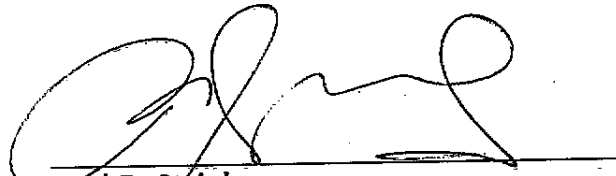
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 7 day of May, 1998.



NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for
CARINO MARKETING, INC. and agrees to comply with the provisions of these Articles and
the applicable Florida Statutes.

Dated this 7th day of May, 1998.


Paul B. Steinberg
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA