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July 27, 1998

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

Re: Articles of Incorporation of Carlton Group Of Tampa Bay, Inc.

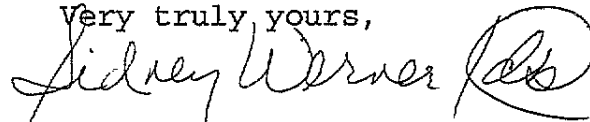
Dear Sir/Madam:

Enclosed please find two executed Articles of Incorporation for Carlton Group Of Tampa Bay, Inc. Please return a certified copy of said Articles to this office for forwarding to our client.

Also enclosed is a check in the amount of \$122.50 for the cost of the filing fee and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,


Sidney Werner

SW/db
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 AM 8:34

RP
082098

ARTICLES OF INCORPORATION
OF
CARLTON GROUP OF TAMPA BAY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 AM 8:34

ARTICLE I. NAME

The name of this corporation is CARLTON GROUP OF TAMPA BAY, INC.

ARTICLE II. CORPORATE ADDRESS

The principal place of business and mailing address of this Corporation shall be
3105 W. Waters Avenue, Suite 300, Tampa, Florida 33614.

ARTICLE III - PURPOSE

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other states, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3105 W. Waters Avenue, Suite 300, Tampa, Florida 33614, and the name of the initial Registered Agent of this corporation at that address is Eli M. Kolp.

ARTICLE VI - DURATION

This corporation shall have perpetual existence, and shall become effective on the filing of these Articles of Incorporation.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

Eli M. Kolp

3105 W. Waters Avenue, Suite 300
Tampa, FL 33614

ARTICLE VIII - INCORPORATORS

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

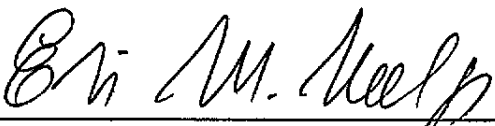
NAME

ADDRESS

Eli M. Kolp

3105 W. Waters Avenue, Suite 300
Tampa, FL 33614

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24TH day of July, 1998.



ELI M. KOLP, "Incorporator"

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared ELI M. KOLP, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged

before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of July, 1998.

Sharyn E. McNeill

NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

ELI M. KOLP, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 Florida Statutes.

Eli M. Kolp

ELI M. KOLP, "Registered Agent"

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 AM 8:34