

P98000079679



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 957102 9021A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizjeto

ORDER DATE : September 10, 1998

ORDER TIME : 2:31 PM

ORDER NO. : 957102-005

CUSTOMER NO: 9021A

CUSTOMER: Robert E. Bourne, Esq
ROBERT E. BOURNE, ESQ

Suite #3
521 Lake Avenue
Lake Worth, FL 33460

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FILED
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DIVISION OF CORPORATIONS
98 SEP 10 PM 2:57

DOMESTIC FILING

NAME: ~~METZ CORPORATION~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

2544
W98-20767

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DIVISION OF CORPORATIONS
1598



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

Please give original
submission date as file date.

SUBJECT: METZ CORPORATION
Ref. Number: W98000020767

RESUBMIT

We have received your document for METZ CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00046239

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ARTICLES OF INCORPORATION
OF
CARLEONE CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CARLEONE CORPORATION

The address of the principal office of this corporation shall be 3605 South Ocean Boulevard, South Palm Beach, Florida 33480, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 60 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 521 Lake Avenue, Suite 3, Lake Worth, Florida 33460, and the name of the initial registered agent of the corporation at that address is Robert E. Bourne, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Leo Juden	3605 South Ocean Boulevard
Pres./Dir	South Palm Beach, Florida 33480

ARTICLE VII. INCORPORATOR

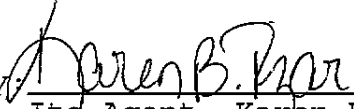
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on September 10, 1998.

CORPORATION SERVICE COMPANY

By

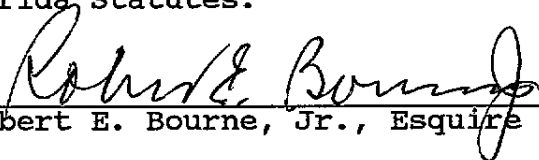


Its Agent, Karen B. Rozar

CHS/sle

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert E. Bourne, Jr., Esquire, an attorney licensed to practice law in the State of Florida, having a business office at 521 Lake Avenue, Suite 3, Lake Worth, Florida 33460, and having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Robert E. Bourne, Jr., Esquire

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