



THE UNITED STATES
CORPORATION
COMPANY

P98000100345

ACCOUNT NO. : 072100000032

REFERENCE : 049100 4325458

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 2, 1998

ORDER TIME : 9:29 AM

ORDER NO. : 049100-005

CUSTOMER NO: 4325458

CUSTOMER: Robert S. Rubin, Esq
COHEN TODD KITE & STANFORD
COHEN TODD KITE & STANFORD
16th Floor
525 Vine Street
Cincinnati, OH 452023124

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*****78.75 *****78.75

DOMESTIC FILING

NAME: CARBRU, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 PM 1:30

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ARTICLES OF INCORPORATION

OF

Carbru, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 PM 1:30

The undersigned, incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I – Name

The name of the corporation shall be Carbru, Inc.

Article II – Principal Office

The principal place of business and mailing address of this corporation shall be: 205 South Hoover Street, Suite 305 Tampa, Florida 33609.

Article III – Shares

The number of shares of stock that this corporation is authorized to be issued by the corporation is 100 shares of capital stock, all of which shares shall be common shares of the par value of \$10.00 per share.

Article IV – Business

The general nature of the business of the corporation is to own and develop real estate, and to do and engage in any other lawful activity and business permitted under the laws of the State of Florida and the United States of America.

Article V – Initial Registered Agent and Street Address

The name of the registered agent is Franklin W. Carson, whose address is 205 South Hoover Street, Suite 305, Tampa, Florida 33609.

Article VI – Incorporator

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

Robert S. Rubin
Suite 1600
525 Vine Street
Cincinnati, Ohio 45202

Article VII – Term of Existence

The corporation is to exist perpetually.

Article VIII– Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, who shall be elected from time to time by the shareholders, and who are subject to any limitation set forth in these Articles of Incorporation. The names and addresses of the initial directors of the corporation are as follows:

Franklin W. Carson
205 South Hoover Street,
Suite 305, Tampa, Florida 33609

Stephen J. Brown
205 South Hoover Street,
Suite 305, Tampa, Florida 33609

Robert S. Rubin
525 Vine Street, Suite 1600
Cincinnati, Ohio 45202

Article IX– Officers

The officers of the corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may elect from time to time. The names and addresses of the initial officers of the corporation are as follows:

Franklin W. Carson
205 South Hoover Street,
Suite 305, Tampa, Florida 33609

President

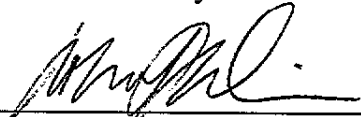
Stephen J. Brown
205 South Hoover Street,
Suite 305, Tampa, Florida 33609

Treasurer

Robert S. Rubin
525 Vine Street, Suite 1600
Cincinnati, Ohio 45202

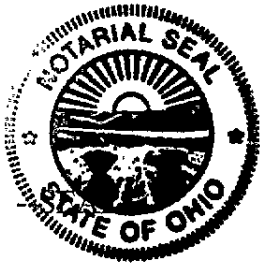
Secretary

In Witness Whereof, I have hereunto set my hand this 1st day of December, 1998.

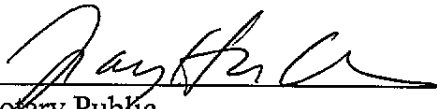

Robert S. Rubin, Incorporator

State of Ohio)
)ss:
County of Hamilton)

I hereby certify that before me, the undersigned, personally appeared Robert S. Rubin, who is personally known to me, and signed the foregoing Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the uses and purposes expressed therein.

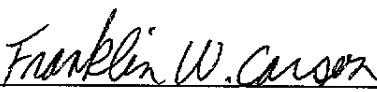


TRACY HAWKINS PFAFFLIN
Notary Public, State of Ohio
My Commission Expires June 11, 2002


Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Franklin W. Carson, as the Registered Agent for Carbru, Inc., hereby acknowledge and accept the appointment of agent for said corporation, and agree to accept service of process for the corporation at 205 South Hoover Street, Suite 305, Tampa, Florida 33609. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Franklin W. Carson

Date: 12/1/98

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SECRETARY OF STATE
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