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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

THE ~~OUTER BANKS~~ TRADING COMPANY INC.
CAROLINA

Certificate of Status	0
Certified Copy	1
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Attn: Naysa

mc 1/25/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 1999

FAS-T CORP

SUBJECT: THE OUTER BANKS TRADING COMPANY INC.
REF: W99000001493

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000001571
Letter Number: 599A00002717

ARTICLES OF INCORPORATION
OF
THE CAROLINA TRADING COMPANY, INC.

ARTICLE I - NAME

The name of this corporation is
THE CAROLINA TRADING COMPANY, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact
all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value
thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any
new stock of this corporation of the same kind, class or
series as that which he already holds, shall have the right
to purchase his prorata share thereof (as nearly as may be
done without issuance of fractional shares) at the price at
which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and
mailing office of this corporation is:

1230 - 100th Street
Bay Harbor Islands, Florida 33154

and the name and address of the initial registered agent of
this corporation is:

Name	Address
Brett Reizen	1230 - 100 th Street Bay Harbor Islands, FL 33154

Prepared by:
Adriene McCoy,
1230 - 100th. Street,
Bay Harbor Islands, Fl 33154
(305) 891-8238

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TALLAHASSEE, FLORIDA

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL
BOARD OF DIRECTORS

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

Name	Address
Brett Reizen	1230 - 100 th Street Bay Harbor Islands, FL 33154

ARTICLE VIII - INCORPORATOR

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

Name	Address
Brett Reizen	1230 - 100 th Street Bay Harbor Islands, FL 33154

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

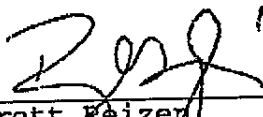
The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscribers
have executed these Articles of Incorporation this 20th day
of January, 1999.



Brett Reizen
Subscriber and Director

H99000001571 1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

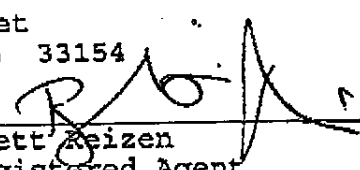
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

THE 'CAROLINA TRADING COMPANY, INC.

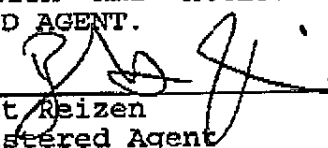
2. The name and address of the registered agent and office is:

Brett Reizen
1230 - 100th Street
Bay Harbor Islands, FL 33154


Brett Reizen
Registered Agent

Date: 1-20-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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.


Brett Reizen
Registered Agent

Date: 1-20-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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