

19900008479
CARLYLE DISTRIBUTORS, INC.
20941 Bay Court, #121
N. Miami Beach, FL 33180

January 19, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/25/99--01119--014
*****87.50 *****87.50

Re: Carlyle Distributors, Inc.

Dear Sir or Madam:

Please find enclosed two (2) duplicate original Articles of Incorporation for the referenced corporation, and a check in the amount of \$87.50, representing the following:

Filing fee and Certified Copy	\$ 78.50
Certificate	<u>8.75</u>
Total.....	\$87.50

Please file one original and return one certified copy, along with the certificate to the undersigned in the enclosed stamped and self-addressed envelope.

Very truly yours,

CARLYLE DISTRIBUTORS, INC.


Allen Stasevich

FILED
CLERK OF COURT
JAN 25 AM 9:47

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I R. Purinton JAN 28 1999

ARTICLES OF INCORPORATION
OF
CARLYLE DISTRIBUTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 AM 9:47

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be CARLYLYE DISTRIBUTORS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

Carlyle Distributors, Inc.
20941 Bay Ct., #121
N. Miami Beach, FL 33180

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

Allen Stasevich
1880 Cleveland Road
Miami Beach, FL 33141

ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Allen Stasevich
1880 Cleveland Road
Miami Beach, FL 33141

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Allen Stasevich	1880 Cleveland Road Miami Beach, FL 33141

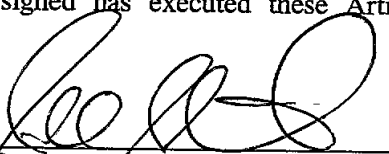
ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders of the corporation.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

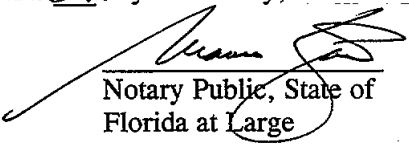
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day of January, 1999.


Allen Stasevich
Incorporator

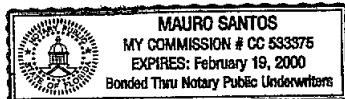
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Allen Stasevich, known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 27 day of January, 1999.


Notary Public, State of
Florida at Large

My Commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

In pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is CARLYLE DISTRIBUTORS, INC.
2. The name and address of the registered agent and office is:

Allen Stasevich
1880 Cleveland Rd.
Miami Beach, FL 33141

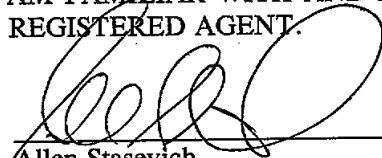


Allen Stasevich
Incorporator of Carlyle Distributors, Inc.

Date: 1/18/99

FILED
CLERK OF STATE
JAN 25 AM 9:47
TALLAHASSEE, FLORIDA

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.


Allen Stasevich
Registered Agent
Carlyle Distributors, Inc.

Date: 1/18/99