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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 : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**CARCORP VENTURES, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION FOR
CARCORP VENTURES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **CARCORP VENTURES, INC.**

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid, otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in the activity or business of sale and or purchase of real property and the leasing thereof in addition to any and all related activities or business which may be associated thereto or required thereby.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **ONE HUNDRED** shares of **\$1.00** Par Value Common Stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, 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 pro rata share of stock of this Corporation, (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

Thomas J. Moore, Esq.
FBN: 361658
5450 NW 33RD Avenue, #102
Fort Lauderdale, FL 33309
(954) 735-5557

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ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The name of the initial registered agent and the street address of the initial registered office and the principal office of this Corporation is:

Michael J. DeMeo
5450 NW 33 Avenue
#102
Ft. Lauderdale, FL 33309

ARTICLE VII
FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of ONE (1), Director. The number of Directors may be either increased or decreased from time to time by the by-laws, but shall never be less than ONE (1). The name and address of the initial Board of Directors of this Corporation are:

Michael J. DeMeo, President
5450 NW 33 Avenue
#102
Ft. Lauderdale, FL 33309

ARTICLE VIII - INCORPORATOR

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

Michael J. DeMeo
5450 NW 33 Avenue
#102
Ft. Lauderdale, FL 33309

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Carcorp Ventures, Inc., at the place designated in the Articles of Incorporation, Michael J. DeMeo, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: February 25, 1999


Michael J. DeMeo

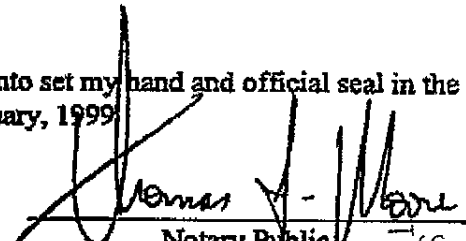
STATE OF FLORIDA:

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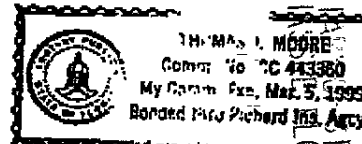
COUNTY OF BROWARD:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Michael J. DeMeo, known to personally to me to be the person and which was confirmed through the examination of his Florida Drivers License, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 25th day of February, 1999


Notary Public
State of Florida

My commission expires:

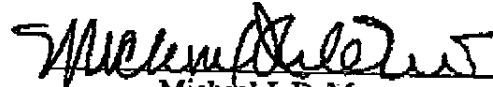


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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of February, 1999.



Michael J. DeMeo
Incorporator

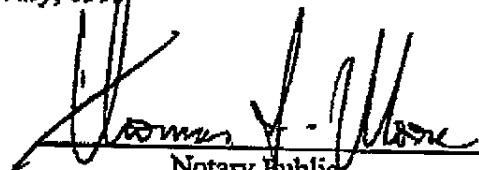
STATE OF FLORIDA:

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COUNTY OF BROWARD:

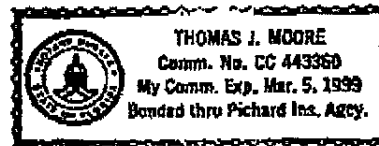
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