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LAW OFFICES
GOZA AND HALL, P.A.
28050 U. S. HWY. 19 NORTH
SUITE 402, CORPORATE SQUARE
CLEARWATER, FLORIDA 33761-2654
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 AM 8:55

May 19, 1999

Corporate Records Bureau
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

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-03/22/99--01037--017
***122.50 ***78.75

Re: CARBONELLI, INC.

Enclosed herewith please find the charter for the above-captioned corporation which we request that you file in your office. Also enclosed is a copy of the same which we request that you certify and return to us.

Our check in the amount of \$122.50 is also enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>

\$122.50

Very truly yours,

Donald R. Hall

DRH:dk
Enclosures

D. BROWN MAR 26 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 12 AM 8:55

ARTICLES OF INCORPORATION
OF
CARBONELLI, INC.

Article I - Name

The name of this corporation is CARBONELLI, INC.

Article II - Principal Place of Business

The principal place of business of this corporation is 3349
Ashwood Court, Tarpon Springs, FL 34689.

Article III - Duration

This corporation shall exist for a perpetual period.

Article IV - Purpose

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be incor-
porated.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00
par value common stock.

Article VI - Preemptive Rights

The shareholders of the corporation shall have all preemptive
rights to acquire unissued shares pursuant to F.S. 607.0630, as
amended.

Article VII - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3349 Ashwood Court, Tarpon Springs, FL 34689, and the name of the initial registered agent of this corporation at that address is Jill S. Carbonelli.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: 

Jill S. Carbonelli

Article IX - 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 bylaws but shall never be less than one (1). The name and address of the initial director is:

Jill S. Carbonelli, 3349 Ashwood Court, Tarpon Springs, FL 34689.

Article X - Incorporator

The name and address of the person signing these articles is:

Jill S. Carbonelli, 3349 Ashwood Court, Tarpon Springs, FL 34689.

Article XI - Bylaws

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

Article XII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

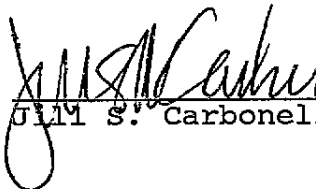
Article XIII - Indemnification

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

Article XIV - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 9 day of March, 1999.



Jill S. Carbonelli, Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JILL S. CARBONELLI, who is personally known to me or who produced a Florida Driver's License as identification, and she acknowledged before me that she executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9th day of March, 1999.


Notary Public Ana Maria Colindres
My Commission Expires: 4/30/2002



Notary Public, State of Florida
ANA MARIA COLINDRES
Commission # CC 738388
Comm. Expires Apr. 30, 2002