

P990000048906



THE UNITED STATES
CORPORATION
COMPANY

FILED

99 MAY 28 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 257637 12000A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1999

ORDER TIME : 1:15 PM

ORDER NO. : 257637-005

900002889899--8

CUSTOMER NO: 12000A

CUSTOMER: Renee Ann Winslow, Legal Asst
SHAPIRO & ADAMS, P.A.
SHAPIRO & ADAMS, P.A.
Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: CAREY-DUNN II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 28 PM 1:46

RECEIVED

PH 5/28/99 (3)

**ARTICLES OF INCORPORATION
OF
CAREY-DUNN II, INC.**

FILED
99 MAY 28 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I -- NAME

The name of the corporation shall be CAREY-DUNN II, INC. The mailing address is: 2100 Avenue B, Riviera Beach, FL 33404.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is all lawful business and engaging in any activity or business permitted under the laws of the United State or of this Stated.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 2100 Avenue B, Riviera Beach, FL 33404, and the name of the initial registered agent at such address is Michael Carey.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of not less than one (1) nor more than five (5) members. The number of directors may be increased or decreased from time to time as authorized by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

Jon Dunn
2100 Avenue B
Riviera Beach, Florida 33404

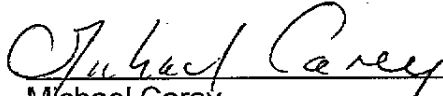
Philip Carey
2100 Avenue B
Riviera Beach, FL 33404

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII -- INCORPORATORS

The name and address of the person signing these Articles is: Michael Carey,
2100 Avenue B, Riviera Beach, Florida 33404.

IN WITNESS WHEREOF, I have made and subscribed these Articles this 27th day
of May, 1999.


Michael Carey

STATE OF FLORIDA
COUNTY OF PALM BEACH

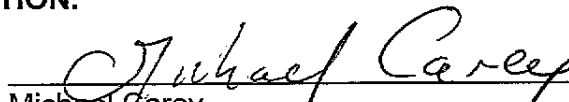
The foregoing instrument was acknowledged before me this 27th day of May,
1999, by Michael Carey, who is personally known to me or who has produced a driver's
license as identification and who did take an oath.


NOTARY PUBLIC
(Notary Seal)



Renee Ann Winslow
MY COMMISSION # CC569406 EXPIRES
August 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH
IN THESE ARTICLES OF INCORPORATION.**


Michael Carey