

P99000082265

BRENDA ERICKSON

3105 W. Waters Ave.
Tampa, Florida 33614
(813) 931 9005

September 9, 1999

The Secretary of State
Corporations Division
The Capital
Tallahassee, Florida 32301

900002986149--0
-09/14/99--01001--003
*****122.50 *****78.75

To Whom it may concern:

Enclosed are two copies of the Articles of Incorporation for:

The Carlton Club of Florida, Inc.

Would you please issue a Charter for this Corporation. I have enclosed a check in the amount of \$122.50 to cover the fees. Should you have questions regarding this corporation, please call me at (813) 931 9005

Thank You:

Sincerely yours,


Brenda Erickson

enc.

EFFECTIVE DATE
9-10-99

99 SEP 14 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

9/9/99

ARTICLES OF INCORPORATION
OF
THE CARLTON CLUB OF FLORIDA, INC.

FILED
99 SEP 14 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and form a corporation under the Florida General Corporations Act.

ARTICLE I - NAME

The name of the Corporation is: THE CARLTON CLUB OF FLORIDA, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE III - CAPITAL STOCK

EFFECTIVE DATE
9-10-99

The total authorized capital stock of this Corporation shall consist of Five Hundred Thousand (500,000) shares of common stock having a par value of One Dollar (\$1.00) Dollar each, amounting in the aggregate to Five Hundred Thousand (\$500,000.) Dollars.

The authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of the Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is One Thousand (\$1000.) Dollars.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 thereof as nearly as may be done without issuance of fractional shares at the price which it is offered to others.

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the Corporation is to be: 3105 W. Waters Ave. Suite 300. Tampa, Florida, Florida 33614. The name of the initial registered agent of this Corporation is Brenda Erickson, whose address is 3105 W. Waters Ave. Suite 300, Tampa, Florida, Florida 33614. The Board of Directors may, from time to time, designate such other address or place to the principal office of this Corporation as it may deem fit.

ARTICLE VIII - DIRECTORS

The Corporation shall have Two (2) directors, initially. The number of directors may be changed from time to time by the By-Laws.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the first Directors who shall hold office until their successors are elected and have qualified, are as follows:

Eli Kolp, M.D. - Tampa, Florida
Brenda Erickson - Tampa, Florida

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective the 10th day of September, 1999.

ARTICLE XI - MANAGEMENT

The business and affairs of the Corporation shall be managed by the shareholders of the Corporation and the Board of Directors.

ARTICLE XII - BY-LAWS

The By-Laws of this Corporation shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By-Laws may be amended, altered, or recinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regular meeting.

ARTICLE XIII - STOCK RESTRICTIONS

Restrictions of Stock. No holder of shares of stock of this Corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of the Corporation which he owns or may hereafter acquire except as follows:

(A) Sale during lifetime: Any shareholder who wishes to dispose of his stock interest in this Corporation during his lifetime shall offer to sell his stock interest to the Corporation and the Corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the By-Laws of the Corporation.

In the event that this Corporation is unable to purchase all or any part of the shares owned by the selling shareholder because of the Corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the Corporation, nor the remaining shareholders, the selling shareholder may dispose of his stock to any other person.

(B) Purchase of stock upon shareholder's death: Upon the death of a shareholder, the legal representative within six (6) months after the death of the shareholder shall offer to sell all of the decedent's shares to the Corporation for the price and upon the terms and conditions as provided by the By-Laws of the Corporation.

In the event the Corporation is unable to purchase all or any part of the shares owned by the selling shareholder because of the Corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Notice of Sale of Stock. The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the Corporation. The Corporation shall have thirty (30) days in which to make their purchase.

Endorsement on Stock Certificates. All stock certificates of this Corporation owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this Corporation."

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XVI - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either existing now or hereafter enacted.

ARTICLE XVII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of directors:

- (1) Dissolution or merger of the Corporation, or
- (2) Sale of corporate assets.

ARTICLE XVIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote hereon, unless all the directors and all the stockholders sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIX - SUBSCRIBER

The name and address of the incorporator and subscriber of these Articles of Incorporation is as follows:

Brenda Erickson
3105 W. Waters Ave. Suite 300
Tampa, Florida, Florida 33614

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10th day of September 1999.

Brenda A. Erickson
Brenda Erickson, As Registered Agent, willing and
agreeing to accept service of process.

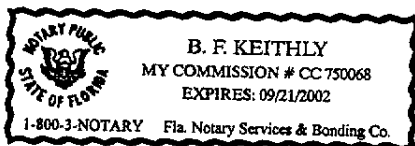
Brenda A. Erickson
Brenda Erickson, As Subscriber

State of Florida)
)ss
County of Hillsborough

FILED
9 SEP 14 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned notary public, duly authorized to take acknowledgments, on this day personally appeared Brenda Erickson as subscriber and Brenda Erickson Registered Agent, to me well known, and known to me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged that the executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of September, 1999.



B F Keithly
Notary Public

My Commission Expires: _____