

P 990000 88294

J. CARTER MOORE, ESQ.
P. O. Box 608405
Orlando, FL 32860

407/291-8117

99 OCT -4 AM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX 407/291-8360

October 1, 1999

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*****120.00 *****78.75

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


Re: Carlins, Inc.

Dear Sir:

Enclosed you will please find the original and copy of Articles of Incorporation to be filed with you to incorporate the above corporation. Also enclosed is my check in the amount of \$120.00 to cover the cost of filing. Please send the certificate and copy of the Articles of Incorporation to me at the above address.

Thank you for your assistance in this matter.

Yours truly,


J. Carter Moore

Encl. (2)

F. CHESSE

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ARTICLES OF INCORPORATION

OF
CARLINS REAL ESTATE, INC.

FILED
99 OCT -14 AM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be CARLINS REAL ESTATE, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) Shares of common stock. Each share shall have a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 120 E. Concord St., Orlando, FL 32801 and the name of the initial Registered Agent for the corporation is J. Carter Moore..

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his or her services, in the absence of fraud or wrongdoing shall be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which he or she may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE IX

DIRECTORS

This corporation shall have a minimum of three directors. The initial Board of Directors shall consist of

J. CARTER MOORE

LINDA MORAND

RICHARD MICHAEL MULLINS

ARTICLE X

INCORPORATOR

The name and address of the Incorporators are::

J. CARTER MOORE
120 E. Concord St.
Orlando, FL 32801

LINDA MORAND
639 Marni Dr.
Winter Springs, FL 32708

RICHARD MICHAEL MULLINS
Archwood Dr.
Orlando, FL


1ST IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on this
day of October, 1999.

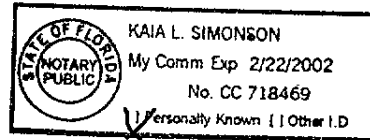
INCORPORATOR:

 (LS)
J. CARTER MOORE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of October,
1999.


PRINT NAME: KAIA L. Simonson
NOTARY PUBLIC, STATE OF FLORIDA



My Commission expires:

TYPE OF IDENTIFICATION USED: _____

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

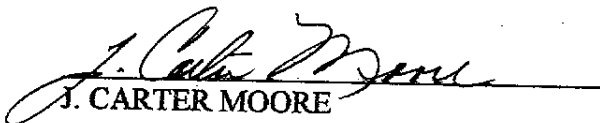
The following is submitted in compliance with the laws of the State of Florida.

CARLINS, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 120 E. Concord St., Orlando, FL 32801, has named J. CARTER MOORE whose address is 120 E. Concord St., Orlando, FL 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:


J. CARTER MOORE

STATE OF FLORIDA
COUNTY OF ORANGE


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

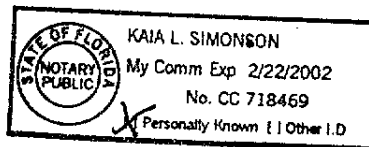
99 OCT -4 AM 1:00

FILED

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared J. Carter Moore to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 1ST day of October, 1999.


PRINT NAME KAIA L. Simonson
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



TYPE OF IDENTIFICATION USED: _____