

PAID 000089786

Atlantic Professional Building
 191 east Atlantic Boulevard
 Suite 200
 Pompano Beach
 Florida 33060
 USA

**INTERNATIONAL COMPANY
 SERVICES (USA) Inc.**
Providing International Business Consulting

Tel: +1 954 943 1498
 Fax: +1 954 943 1498
 E-mail: usa@ICSL.com

October 6, 1999

*(10/12)
 Reg Brew LLC
 TRAVOR*

Florida Department of State
 Division of Corporation
 P.O. Box 6327
 Tallahassee, Florida 32314

200003012452--1
 -08/23/99--01054--009
 ****337.50 *****78.75

RE: CARLTON MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of CARLTON MANAGEMENT, INC. and a check in the amount of \$78.75 to cover the filing fees and obtain one certified copy of the Articles.

We look forward to hearing from you soon.

Yours truly,

Jerry Bakerjian
 Jerry Bakerjian
 Accountant

FILED
 99 OCT 12 AM 11:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

R. VARNADORE OCT 12 1999

CANADA
 International Company Services (Canada) Ltd
 Tel: +1 450 679 7422 Fax: +1 450 679 4263
 Email: icscan@tdp.net

CZECH REPUBLIC
 International Company Services (Central Europe) s.r.o.
 Tel: +420 2 573 20706 / +420 2 83 8652
 Fax: +420 2 538 928
 Email: firstcom@traveller.cz

GIBRALTAR
 International Company Services (Gibraltar)
 Tel: +350 75 353 Fax: +350 76 363
 Email: gib@ICSL.com

IRELAND
 International Company Services (Ireland) Ltd
 Tel: +353 1 661 8490 Fax: +353 1 661 8493
 Email: ir@ICSL.com

ISLE OF MAN
 International Company Services Ltd
 Tel: +44 1624 801801 Fax: +44 1624 801800
 Email: iom@ICSL.com

RUSSIA
 International Company Services (Russia) Ltd
 Tel: +7 095 975 30 96 Fax: +7 502 222 40 46
 Email: mail@ICSL.ru

SWITZERLAND
 International Company Services (Suisse) Ltd
 Tel: +41 22 311 3080 Fax: +41 22 310 4878
 Email: ICSL@correx.ch

TURKS & CAICOS ISLANDS
 International Company Services (TCI) Ltd
 Tel: +1 649 946 2828 Fax: +1 649 946 2825
 Email: tc@ICSL.com

UKRAINE
 International Company Services (Ukraine) Ltd
 Tel: +380 44 235 0536 / +380 44 235 8566

UNITED KINGDOM
 International Company Services (UK) Ltd
 Tel: +44 171 493 4244 Fax: +44 171 491 0606

USA (West Coast)
 International Company Services (USA) LLC
 Tel: +1 310 550 8712 Fax: +1 310 205 7973
 Email: usa@ICSL.com

URUGUAY
 International Company Services S.A.
 Tel: +598 2 902 1165 Fax: +598 2 902 1191
 Email: ur@ICSL.com

FILED
99 OCT 12 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARLTON MANAGEMENT, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights, duties and obligation of undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

CARLTON MANAGEMENT, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1591 East Atlantic Blvd. S. 200
Pompano Beach, Florida 33060

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (100) shares, having an individual par value of \$1.00 per share.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be one (1) class of stock of this Corporation.

ARTICLE IV: INITIAL REGISTERED AGENT

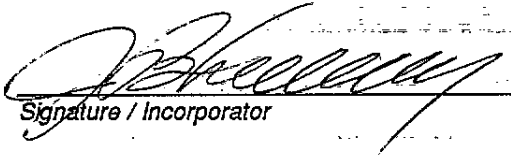
The name and Florida street address of the initial registered agent are:

International Company Services (USA) Inc.
1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

ARTICLE V: INCORPORATOR

The name and address of Incorporator to these Articles of Incorporation are:

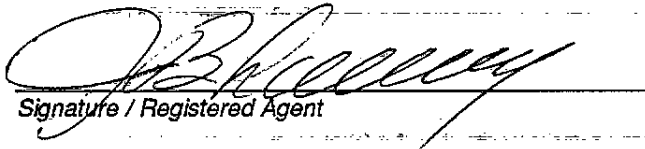
International Company Services (USA) Inc.
1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060


Signature / Incorporator

Date

10/6/99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature / Registered Agent