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EFFECTIVE DATE
9-10-99

Lou Tally

Attorney at Law
Lake Center Business and Professional Park
3900 Lake Center Drive, Suite A-4
Mount Dora, Florida 32757-2203
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Practicing Primarily in:

Business & Corporate Law
Divorce and Family Law
Entertainment Law
Real Estate Law
Wills, Trusts & Probate

Lou Tally
Jana W. Boyette
Legal Assistant

September 10, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Carlee, Inc.

600002985466--2
-09/13/99--01120--021
*****70.00 *****70.00
600002985466--2
-09/13/99--01120--022
*****8.75 *****8.75

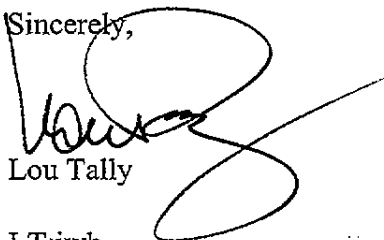
Ladies and Gentlemen:

Enclosed for filing are the original Articles of Incorporation for the above corporation and our check in the amount of \$70.00 for the following fees:

Filing Articles of Incorporation	\$35.00
Filing Registered Agent Designation	35.00
	<hr/>
	\$70.00

Also enclosed is a copy of the above Articles of Incorporation and our separate check in the amount of \$8.75 for the certification fee of same pursuant to the provisions of Section 15.09(1)(d), Florida Statutes (1995). We would appreciate your forwarding said certified copy to our office at the above address.

Sincerely,


Lou Tally

LT:jwb
Enclosures

xc: Lee and Carla Rice

FILED
99 SEP 13 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson OCT 20 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

LOU TALLY, ESQ.
3900 LAKE CENTER DR., STE. A-4
MOUNT DORA, FL 32757-2203

SUBJECT: CARLEE, INC.
Ref. Number: W99000022494

We have received your document for CARLEE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

I have called your office and still have not heard from you regarding new name for corporation therefore, I am returning your articles of incorporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 199A00047552

OCT -1 1999

LOU TALLY, ATTORNEY
MOUNT DORA, FLORIDA

ARTICLES OF INCORPORATION
of
CARLEE OF CENTRAL FLORIDA, INC.

FILED
99 SEP 13 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

EFFECTIVE DATE
9-10-99

ARTICLE I - NAME

The name of this corporation shall be **CARLEE OF CENTRAL FLORIDA, INC.**

ARTICLE II - DURATION

The duration of this corporation is perpetual; corporate existence shall commence at 12:01 A.M., EDT, Friday, September 10, 1999.

ARTICLE III - BUSINESS

The purpose or purposes for which this corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500.00). Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 3757 S. Atlantic Avenue, #902, Daytona Beach Shores, FL 32127.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3900 Lake Center Drive, Suite A-4, Mount Dora, FL 32757, and the initial registered agent thereat shall be Lou Tally.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of, the stockholders.

ARTICLE VIII - OFFICERS

This corporation shall have a President, Secretary, and Treasurer, and such other offices as the Bylaws provide. The initial officers and their addresses are:

President:	Lee Rice
Secretary:	Carla J. Rice
Treasurer:	Carla J. Rice

ARTICLE IX - INCORPORATOR

The name and address of the incorporators are:

Lee Rice	Carla J. Rice
3757 S. Atlantic Avenue, #902	3757 S. Atlantic Avenue, #902
Daytona Beach Shores, FL 32127	Daytona Beach Shores, FL 32127

ARTICLE X - BYLAWS

The Bylaws of this corporation shall be adopted at the first meeting of the stockholders by a majority of the outstanding stock voting in person or by proxy. Such initial Bylaws shall set forth the procedures and requirements for further adoption, amendment, or revocation of Bylaws.

ARTICLE XI - AMENDMENT OF CHARTER

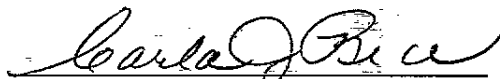
These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the stockholders at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 10th day of September, 1999.



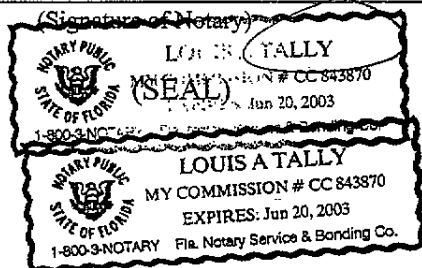
Lee Rice



Carla J. Rice

STATE OF FLORIDA
COUNTY OF LAKE

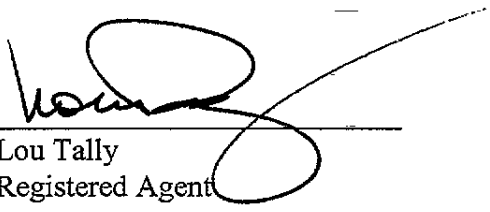
The foregoing instrument was acknowledged before me this 10th day of September, 1999, by **LEE RICE**, who was identified by a current Georgia Driver's License, and **CARLA J. RICE**, who was identified by being personally known to me.



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CARLEE OF CENTRAL FLORIDA, INC. at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 10th day of September, 1999.



Lou Tally
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA