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FLORIDA PROFIT CORPORATION OR P.A.

CARISBROOKE DEVELOPMENT CORPORATION

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
CARISBROOKE DEVELOPMENT CORPORATION

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation is CARISBROOKE DEVELOPMENT CORPORATION.

ARTICLE II
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III
Purpose

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this

THIS INSTRUMENT PREPARED BY:
DALE A. DETMER, ESQ.
304 S. Harbor City Boulevard
Suite 201
Melbourne, Florida 32901
(407) 723-5646
Bar No. 172988

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Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, Florida 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer. The initial address of the Corporation is 575 S. Wickham Road, Suite E, Melbourne, Florida 32904.

ARTICLE VII

Board of Directors

The initial Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

Coy A. Clark, 575 S. Wickham Road, Suite E, W. Melbourne, Fl 32904

ARTICLE VIII

Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that

said shareholder intends to accumulate his vote at the election.

**ARTICLE IX
Incorporator**

The name and address of the initial incorporator is as follows:

Dale A. Dettmer, 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901

The incorporator of this Corporation assigns his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

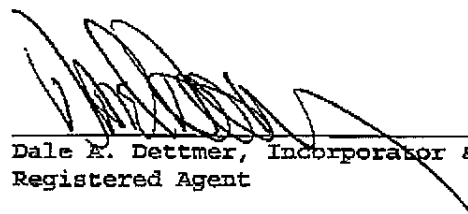
**ARTICLE X
Amendment to Articles**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

**ARTICLE XI
Acceptance by Registered Agent**

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 20 day of October, 1999.




(Seal)
Dale A. Dettmer, Incorporator &
Registered Agent

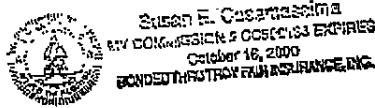
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DALE A. DETTMER, and personally known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 20 day of October, 1999.


Notary Public

My Commission Expires:



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