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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(407) 644-7045

October 8, 1997

Jax # 913 865-1546

Ms. Jenine Newman
933 Essex Ct.
Lawrence, KS 66049

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(5) -10/20/97--01161--011
*****70.00 *****70.00

Re: Incorporation - Orlando Carriage Company II, Inc.

Dear Jenine:

Attached you will find Articles of Incorporation for the above corporation. You should make 2 hard copies of same and execute as incorporator and registered agent, have properly notarized, and send both copies, together with your check in the amount of \$70.00, to the Secretary of State, Corporations Division, P. O. Box 6327, Tallahassee, FL 32314.

Attached also is our statement in the amount of \$401.00 to cover our fees and the corporate kit. Please let us know when you have received the Articles back from Tallahassee so we can order your kit. Let us also know when you will be in the area so that we can have the First Minutes and Bylaws ready for your signature. These should be placed in the corporate minute book along with the copy of the Articles which you will receive from Tallahassee.

If you have any questions, please let us know.

Very truly yours,

Erik C. Larsen

Erik C. Larsen

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Enclosures

P Mail
OCT 22 1997

10/13 - Rec'd check \$401.00 this Am Thanks

ARTICLES OF INCORPORATION
OF
ORLANDO CARRIAGE COMPANY II, INC.

ARTICLE I. NAME

The name of this corporation is:

ORLANDO CARRIAGE COMPANY II, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful businesses under the laws of Florida.

ARTICLE III. POWERS

a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

d. To lend money to, and use its credit to assist its officers and employees in accordance with law.

e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.

g. To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

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TALLAHASSEE, FLORIDA

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific or educational purposes.

l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

o. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV. CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The address of the principal office of the corporation is:

816 Park Lake Cir.
Maitland, FL 32751

ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

JENINE NEWMAN
816 Park Lake Cir.
Maitland, FL 32751

ARTICLE VII. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock having a par value of \$.01 per share.

ARTICLE VIII. INITIAL OFFICERS

This corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any duly called and constituted meeting:

President JENINE NEWMAN

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The names and addresses of the initial directors of this corporation are:

JENINE NEWMAN
818 Park Lake Cir.
Maitland, FL 32751

ARTICLE X. CUMULATIVE VOTING FOR DIRECTORS

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XI. PREEMPTIVE RIGHTS OF SHAREHOLDERS

Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon any decision of the board of directors to issue such shares. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement of the shareholders.

ARTICLE XIV. AMENDMENT

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This corporation reserves the right to amend or alter any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholder, subject to this reservation.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE XV. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JENINE NEWMAN
816 Park Lake Cir.
Maitland, FL 32751

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of October, 1997.


JENINE NEWMAN

STATE OF KANSAS
COUNTY OF DOUGLAS

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me by JENINE NEWMAN as Incorporator of ORLANDO CARRIAGE COMPANY II, INC., this 15th day of October, 1997. She is personally known to me or produced Jenine Newman (DL) as identification.

NICOLE COOK
Notary Public
State of Kansas
My Appointment Expires 01-99


Notary Public

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of ORLANDO CARRIAGE COMPANY II, INC., and I hereby accept said duties and responsibilities.


JENINE NEWMAN, Registered Agent