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MORRISON & CONROY

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October 18, 2000

JAMES F. CAUDILL
J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY, LL. M.
DAVID N. MORRISON

FILED
00 OCT 19 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Incorporation of
Naples Horse & Carriage Company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the following costs:

1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$ 8.75 - Certified Copy of the Articles of Incorporation.

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-10/19/00--01105--008
*****78.75 *****78.75

TOTAL AMOUNT DUE - \$78.75

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Michele Wothe Caswell
Secretary to David N. Morrison

Encl.

F. CHESSEN Oct 19 2000

ARTICLES OF INCORPORATION
OF
NAPLES HORSE & CARRIAGE COMPANY

ARTICLE ONE

The name of the corporation (the "Corporation") is NAPLES HORSE & CARRIAGE COMPANY.

ARTICLE TWO

The principal office of the Corporation is 5191 Coral Wood Drive, Naples, Florida 34119.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common stock, and the par value of each such share is One and 00/100 Dollars (\$1.00).

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103, and the name of its initial registered agent at such address is David N. Morrison.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Karen L. Bertrand
5191 Coral Wood Drive
Naples, Florida 34119

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ARTICLE SEVEN

The name and address of the person signing these Articles is Karen L. Bertrand, 5191 Coral Wood Drive, Naples, Florida 34119.

ARTICLE EIGHT

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

ARTICLE NINE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the Shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers, for the purposes of forming a corporation under the Florida Business Corporation Act, have executed these Articles of Incorporation this 11th day of October, 2000.

Karen L. Bertrand

Karen L. Bertrand, Subscriber

STATE OF FLORIDA

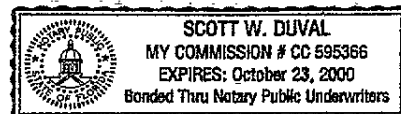
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11th day of October, 2000, by KAREN L. BERTRAND, who is personally known to me or who has produced _____ (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.

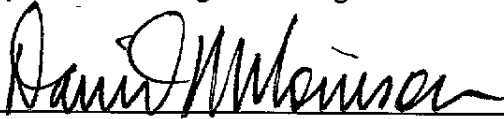
Scott W. Duval

Signature

(Type or print Name of Acknowledger)



I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



DAVID N. MORRISON

Date: October 12, 2000

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00 OCT 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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