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BREWTON, PLANTE & PLANTE

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

TALLAHASSEE, FL 32301

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FILED

02 MAR -1 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAIL ADDRESS

MAILING ADDRESS:

POST OFFICE BOX 10369

TALLAHASSEE, FL 32302-2369

Kelly B. Plante, Esquire

March 1, 2002

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 MAR -1 PM 3:14

To Whom It May Concern:

Enclosed for filing, please find the original and one (1) copy of **ARTICLES OF INCORPORATION**, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

CARRIAGE PROPERTIES, INC.

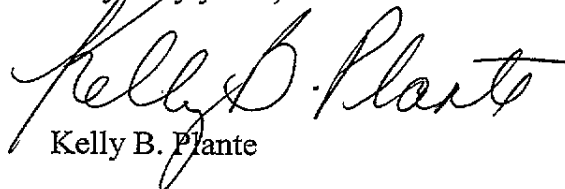
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*****78.75 *****78.75

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7718, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,


Kelly B. Plante

KBP/amc
Enclosures

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J. BRYAN MAR 4 2002

**ARTICLES OF INCORPORATION
OF
CARRIAGE PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Carriage Properties, Inc., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation.

ARTICLE I - NAME

The name of this corporation is Carriage Properties, Inc.

ARTICLE II - ADDRESS

The principal office of the Corporation shall be:

225 South Adams Street - Suite 250
Tallahassee, Florida 32301

ARTICLE III - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE IV - DURATION

The corporation shall exist perpetually.

ARTICLE V - PURPOSE

This Corporation is organized for to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

225 South Adams Street - Suite 250
Tallahassee, Florida 32301

The name of the initial registered agent of the Corporation at that address shall be:

Wilbur E. Brewton, Esquire

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director for the Corporation is:

<u>Name</u>	<u>Address</u>
Wilbur E. Brewton	225 South Adam Street - Suite 250 Tallahassee, Florida 32301

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Wilbur E. Brewton	225 South Adams Street - Suite 250 Tallahassee, Florida 32301

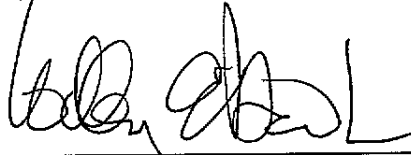
ARTICLE X - BYLAWS

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

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 2002.

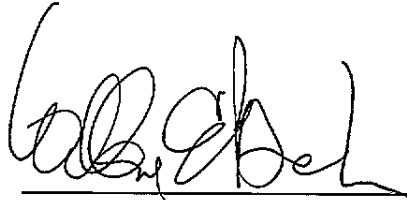
A handwritten signature in black ink, appearing to read 'Wilbur E. Brewton', is written over a horizontal line.

Wilbur E. Brewton, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Carriage Properties, Inc., I hereby accept and agree to act in this capacity.

Dated: March 1, 2002



Wilbur W. Brewton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA