

P02000036131

BREWTON, PLANTE & PLANTE

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250
225 SOUTH ADAMS STREET
TALLAHASSEE, FL 32301

TELEPHONE 850-222-7718
FAX 850-222-8222

MAILING ADDRESS:
POST OFFICE BOX 10369
TALLAHASSEE, FL 32302-2369

E-MAIL ADDRESS

Kelly B. Plante, Esquire

April 3, 2002

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

Via Hand Delivery

600005188716--8
-04/03/02--01025--022
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **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:

BROWNING CONSULTING GROUP, INC.

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 Plante

Kelly B. Plante

KBP/amc
Enclosures

RECEIVED
TALLAHASSEE, FL 32301
APR 3 2002

02 APR -3 AM 9:27

RECEIVED

FILED
2002 APR -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/13/02

ARTICLES OF INCORPORATION
OF
BROWNING CONSULTING GROUP, INC.

FILED
2002 APR -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of Browning Consulting Group, 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 Browning Consulting Group, Inc.

ARTICLE II - ADDRESS

The principal office of the Corporation shall be:

315 South Calhoun Street- Suite 313
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>
David Browning	315 South Calhoun Street, Suite 313 Tallahassee, Florida 32301

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
David Browning	315 South Calhoun Street, Suite 313 Tallahassee, Florida 32301

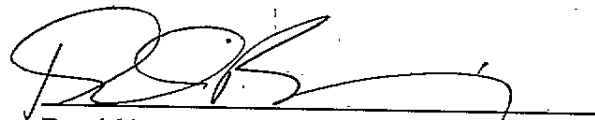
ARTICLE X - BYLAWS

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.

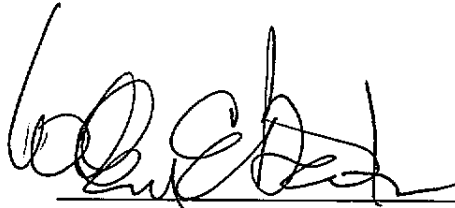
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of April, 2002.


David Browning, 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: April 2, 2002



Wilbur E. Brewton

FILED
2002 APR -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA