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McCLAIN, ALFONSO
& HERNANDEZ, P.A.

Attorneys at Law

Joe A. McClain
Nancy McClain Alfonso
Dennis J. Alfonso
Alexander Hernandez

March 26, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
The Capitol, Room 2001
Tallahassee, FL 32314

Re: Articles of Incorporation
Carriage Trade, Inc.

Dear Sir or Madam:

Enclosed herewith, please find the original and one copy of the aforementioned Articles of Incorporation, and a check in the amount of \$122.50 for filing fee.

Please return a certified copy to this office.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

Rebecca L. Hutchinson

REBECCA L. HUTCHINSON
Legal Assistant to Attorney Joe A. McClain

Enclosures

3708 CHURCH AVENUE
POST OFFICE BOX 4
DADE CITY, FLORIDA 33526
(904) 567-5616
FAX (904) 567-6696

38416 11TH AVENUE
ZEPHYRHILLS, FLORIDA 33540
(813) 782-8700
(800) 273-7597
FAX (813) 788-0441

4160 NORTH ARMINIA AVENUE
TAMPA, FLORIDA 33607
(813) 870-3260
FAX (813) 875-4955

Reply to: _____

4160 NORTH ARMINIA AVENUE
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FAX (813) 875-4955

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FBI - TAMPA

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

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We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: CARRIAGE TRADE, INC.

ARTICLE II

The general purposes for which the corporation is organized are:

1. To operate a dry cleaning and laundry service.
2. To transact any business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock of a single class with a par value of One Dollar per share.

ARTICLE IV

The capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The street address of the corporation is 38225 12th Avenue, Zephyrhills, Florida 33540. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The resident agent of the corporation shall be Karen K. Benoit, and who consents to such appointment by executing these Articles.

ARTICLE VIII

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders. The names and addresses of the officers and the first directors are:

Karen K. Benoit
36600 Blanton Road
Dade City, Florida 33525

President/Director

Daniel A. Benoit, Jr.
36600 Blanton Road
Dade City, Florida 33525

Secretary/Treasurer/Director

ARTICLE IX

Subscribers to these articles are:

Karen K. Benoit
36600 Blanton Road
Dade City, Florida 33525

Daniel A. Benoit, Jr.
36600 Blanton Road
Dade City, Florida 33525

ARTICLE X

These Articles of Incorporation may be amended at any time in the manner provided by law. Every amendment shall be proposed by the Board of Directors and approved at a duly called meeting of the stockholders by a majority of the shares of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement which manifests their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals as subscribers to these Articles of Incorporation, on this 26 day of March, 1996.

Karen K. Benoit
Karen K. Benoit

Daniel A. Benoit, Jr.
Daniel A. Benoit, Jr.

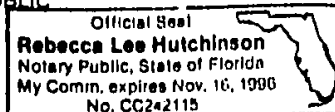
STATE OF FLORIDA
COUNTY OF PASCO

On this day personally appeared before me, an officer authorized to administer oaths and take acknowledgements, Karen K. Benoit and Daniel A. Benoit, Jr., who are personally known to me, or who have produced Florida Drivers Lic. as identification, and acknowledged before me that they executed the foregoing Articles of Incorporation.

Dated this 26 day of March, 1996.

Rebecca L. Hutchinson

NOTARY PUBLIC



My commission expires:

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, Karen K. Benoit, whose address is 36600 Blanton Road, Dade City, Florida 33525, accepts her designation as resident agent of CARRIAGE TRADE, INC.

Dated this 26 day of March, 1996.

Karen K. Benoit
Karen K. Benoit