

P96000067186



EFFECTIVE DATE
8-8-96

August 7, 1996

Mr. Hal Carico
112 Cheyenne Trail (540) 772-8000
Onn, WV 25545

re: Articles of Incorporation of the Carico Group, Inc.

200001918372
-08/09/96--01081--001
****122.50 ****122.50

Dear Hal:

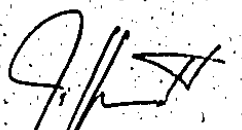
Enclosed please find two (2) copies of the the Articles of Incorporation for the Carico Group. Please execute both copies of this document where indicated in the presence of a notary. If they need to mark up the notary clause to comply with West Virginia law, they can do so. You can then send both copies of the executed Articles with a check for \$122.50 which covers the filing for the Articles, the designation of and acceptance by the registered agent, and the return mailing to you of a certified copy of your articles.

You should make the check payable to Secretary of State, Division of Corporations. You should also enclosed a self-addressed stamped envelope for the return of your certified articles. You should send the executed articles to Department of State/Division of Corporations at 409 E. Gaines Street, Tallahassee, FL 32301 (904) 488-6052.

Please call me if you have any further questions.

487-

Very truly yours,


Jefferson H. Weaver

JHW/sjr
cc: file

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG - 9 PM 1:49

FILED

871 East Commercial Boulevard, Fort Lauderdale, Florida 33334
(305) 771-4400 / (305) 771-4537 Fax

Member of Florida and Pennsylvania Bar Associations
Member of National Network of Estate Planning Attorneys

8-13-96
CR

FILED
95 AUG -9 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

EFFECTIVE DATE

8-8-76

THE CARICO GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article 1. Name and Address. The name of the Corporation is: The Carico Group, Inc. The principal office or the mailing address is: 112 Cheyenne Trail, Ona, WV 25545.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 240 S. University Drive, Plantation, Florida, and the name of its Registered Agent at that address is Hal Carico.

Article 6. Indemnification. The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

Article 7. Initial Board of Directors. The number of Directors constituting the Initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each of the Initial directors of the Corporation is as follows:

Harold Carico	112 Cheyenne Trail, Ona, West Virginia 25545
Mary Carico	112 Cheyenne Trail, Ona, West Virginia 25545
Harold J. Carico.	112 Cheyenne Trail, Ona, West Virginia 25545
Terry Carico	3331 Pamlico Road, Roanoke, Virginia 24018

Article 8. Incorporators. The name and address of each Incorporator is as follows:

Harold J. Carico	112 Cheyenne Trail, Ona, West Virginia 25545
------------------	--

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Preemptive Rights. The Corporation elects to have preemptive rights, pursuant to Chapter 607, Florida Statutes, as amended from time to time.

Article 11. Bylaws. The power to adopt, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Chapter 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

Article 13. Share Transfer Restrictions. Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder:	Number of Shares
Harold Carico	250
Mary Carico	250
Harold Carico, Jr.	250
Terry Carico	250

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 14. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation so long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the Amendment.

Article 15. Profits and Losses. Notwithstanding the allocation of shares among the Shareholders named in these Articles, the Shareholders agree that all the profits and losses of the Corporation as defined by generally accepted accounting standards shall be allocated as follows:

Harold Carico	25%
Mary Carico	25%

Harold Carico, Jr. 25%

Terry Carico 25%

Article 16. Quorum Requirements for Shareholders Meetings. A quorum of shareholders shall consist of two-thirds of the shares entitled to vote at a meeting of shareholders.

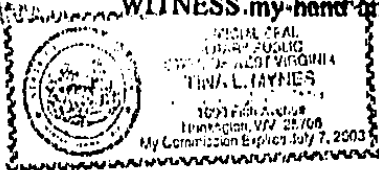
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8 day of August, 1996.

Harold J. Carico
Harold J. Carico, Incorporator

STATE OF WEST VIRGINIA)
COUNTY OF Cabell)

Before me personally appeared Harold J. Carico to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and provided WV Drivers License No 38175 as identification.

WITNESS my hand and official seal this 8th day of August, 1996.



Tina L. Haynes
Notary Public, State of West Virginia

My commission expires: July 7, 2003

5/

ACCEPTANCE BY DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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.


Harold J. Curcio

Date: August 8th, 1996

FILED

96 AUG -9 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA