

P9700064250  
GODBOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION

ATTORNEYS

97 JUL 24 PM 3:42

222 WEST COMSTOCK AVENUE  
SUITE 100  
TALLAHASSEE, FLORIDA  
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1984  
WINTER PARK, FLORIDA 32790  
TELEPHONE (407) 647-4418  
FACSIMILE (407) 647-2089

GENE H. GODBOLD  
GRANT T. DOWNING  
MICHAEL J. SHEAHAN  
WILLIAM P. BATTAGLIA  
JOHN HOWELL BILL  
JANET M. LOWER

EFFECTIVE DATE

July 23, 1997

7-23-97

Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-07/25/97--01001--003  
\*\*\*122.50 \*\*\*122.50

Enclosed are the following documents pursuant to the incorporation of CAREY CORP ENTERPRISES, INC.:

1. The executed Articles of Incorporation of Carey Corp Enterprises, Inc.
2. A copy of the executed Articles of Incorporation to be certified and returned
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy/Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Will Wait

Yours very truly,

W.P. Battaglia

William P. Battaglia

WPB/ajb  
enclosures

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7/24/97

**ARTICLES OF INCORPORATION**  
**OF**  
**CAREY CORP ENTERPRISES, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

**ARTICLE I**

EFFECTIVE DATE

Name

7-23-97

The name of the Corporation shall be Carey Corp Enterprises, Inc.

**ARTICLE II**

Principal Office

The principal office of the Corporation is located at 1152 West SR 436, Altamonte Springs, Florida 32714 and its mailing address is 1152 West SR 436, Altamonte Springs, Florida 32714.

**ARTICLE III**

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

Duration of the Corporation

Existence of the Corporation shall commence on the later of the date of subscription of these Articles of Incorporation, or by the date of which is five (5) business days prior to the date these Articles of Incorporation have been filed by the Secretary of State, and the Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE V

### Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 W. Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be W. P. Battaglia.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors shall consist of Raymond D. Corp and John J. Carey. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Raymond D. Corp	25 Club House Road Coventry, Rhode Island 02816
John J. Carey	12166 Water Oak Drive Estero, Florida 33928

## ARTICLE VIII

### Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
W. P. Battaglia	222 W. Comstock Avenue, Suite 101 Winter Park, Florida 32789

ARTICLE IX

Preemptive Rights

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The shareholders of the Corporation shall have the preemptive right to acquire additional treasury shares of the Corporation as provided under the Act.

Executed this 23<sup>rd</sup> day of July, 1997.

W. P. Battaglia  
W. P. Battaglia, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

W. P. Battaglia  
W. P. Battaglia  
Registered Agent

Date: July 23, 1997