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HENRY ESTEVA
OF COUNSEL

August 7, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
8-13-97

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-08/14/97--01074--007
****122.50 ****122.50

Re: Carriage Inn, Inc.
Our File: C 490 S

Dear Sir:

Please find enclosed original Articles of Incorporation for the above-named corporation along with an original Certificate of Designation Registered Agent/Registered Office. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$ 122.50</u>

Please file the enclosed Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Lee W. Schafer

LWS:emm

Encs.

lws@weinnberg.ltr

FILED
97 AUG 14 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc 8/15/97

EFFECTIVE DATE

8-13-97

ARTICLES OF INCORPORATION

OF

CARRIAGE INN, INC.

FILED

97 AUG 14 AM 9:12

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is CARRIAGE INN, INC.
2. **Principal Office or Mailing Address.** The principal office or the mailing address of the corporation is 6200 Haines Road, St. Petersburg, Florida 33702.
3. **Existence and Duration.** This corporation shall begin existence on the date of execution and acknowledgment of these Articles of Incorporation and shall have perpetual existence.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The total number of shares of capital stock which the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Voting Common Stock having no par value.
6. **Initial Registered Office and Agent.** The address of the initial registered office of this corporation is 6200 Haines Road, St. Petersburg, Florida 33702 and the name of its initial registered agent at said address is TERRI L. WENNBURG.
7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

NAME

ADDRESS

TERRI L. WENNBURG

3025 Third Street North
St. Petersburg, Florida 33704

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

TERRI L. WENNBURG

3025 Third Street North
St. Petersburg, Florida 33704

9. **Pre-emptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provision 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 13 day of August, 1997

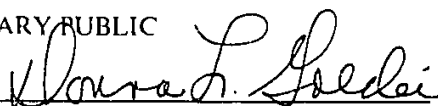

TERRI L. WENNBERG, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 13TH day of August, 1997, by TERRI L. WENNBERG, ~~who is personally known to me or~~ who has produced her Florida driver's license as identification.

NOTARY PUBLIC

Sign:



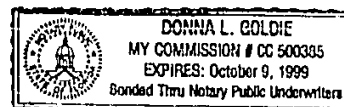
Print:

DONNA L. GOLDIE

State of Florida at Large (Seal)

My commission expires:

lws\wennberg.art




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida:

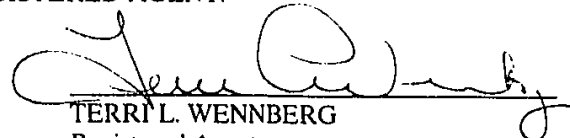
1. The name of the corporation is CARRIAGE INN, INC.
2. The name and address of the registered agent and office is:

TERRI L. WENNBERG
6200 Haines Road
St. Petersburg, Florida 33702


TERRI L. WENNBERG
Incorporator

August 13, 1997

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.


TERRI L. WENNBERG
Registered Agent

August 13, 1997

lws@wennberg.com

FILED
97 AUG 14 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA