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(813) 962-8092

June 7, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-06/11/98--01106--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: THE CARRIAGE COMPANY of Central Florida, Inc.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED \_\_\_\_\_ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

FILED  
98 JUN 22 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**

**Secretary of State**

June 12, 1998

GREGG G. HECKLEY, ESQ.  
15511 WOODFAIR PLACE  
TAMPA, FL 33613

SUBJECT: THE CARRIAGE COMPANY  
Ref. Number: W98000013613

We have received your document for THE CARRIAGE COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 698A00033070

ARTICLES OF INCORPORATION

OF

THE CARRIAGE COMPANY OF CENTRAL FLORIDA, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is THE CARRIAGE COMPANY OF CENTRAL FLORIDA, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common shares with a par value of one dollar (\$1.00) per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE FIVE**

**PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

**ARTICLE SIX**

**REGISTERED OFFICE**

The street address of the initial Registered Office of the Corporation is 22757 South Shore Drive, Land O'Lakes, Florida 34639, and the initial Registered Agent at such address is PETER M. HETTMANN.

**ARTICLE SEVEN**

**DIRECTORS**

7.01. The initial Board of Directors of the Corporation shall consist of one (1) director.

7.02. The names and addresses of the first Board of Directors are:

NAME	ADDRESS
PETER M. HETTMANN . . . . .	22757 South Shore Drive Land O'Lakes, Florida 34639

**ARTICLE EIGHT**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and mailing address is 22757 South Shore Drive, Land O'Lakes, Florida 34639.


ARTICLE NINE  
INCORPORATORS

The name and address of the incorporator is:

NAME  
PETER M. HETTMANN

ADDRESS  
22757 South Shore Drive  
Land O'Lakes, Florida  
34639

IN WITNESS WHEREOF, I have subscribed my name on this 4th  
day of June, 1998.

  
PETER M. HETTMANN  
Incorporator

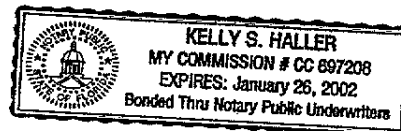
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 4th day of June, 1998,  
before me a notary public authorized in the State and County  
above named to take acknowledgments, personally appeared PETER  
M. HETTMAN, personally known to me to be the person described  
in or who produced a driver's license as identification and  
who executed the foregoing Articles of Incorporation, and he  
acknowledged before me that he subscribed to these Articles  
of Incorporation and he did not take an oath.

  
Notary Public

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

22757 South Shore Drive

Land O'Lakes, Florida 34639

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
PETER M. HETTMANN

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