

P98000098645

BROAD AND CASSEL

ATTORNEYS AT LAW

ORLANDO, FLORIDA • FT. LAUDERDALE, FLORIDA • MIAMI, FLORIDA • ORLANDO, FLORIDA • TALLAHASSEE, FLORIDA • TAMPA, FLORIDA • WEST PALM BEACH, FLORIDA

390 NORTH ORANGE AVENUE
SUITE 1100
ORLANDO, FLORIDA 32801
PO BOX 4961 (32802-4961)
TEL: (407) 839-4200
FAX: (407) 425-8377

EFFECTIVE DATE

11/17/98

Reply to:

DOUGLAS E. STARCHER, P.A.
DIRECT LINE: (407) 839-4208
DIRECT FAX: (407) 650-0943
INTERNET: dstarche@broadandcassel.com

November 18, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002631530--6
-11/19/98--01053--002
*****70.00 *****70.00

Re: Cabriolet Acquisition Corp.

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are original Articles of Incorporation, with an effective date of November 17, 1998, for the above-referenced corporation, along with a copy of same to be date-stamped with the filing date and returned to the undersigned in the stamped, self-addressed envelope provided for your convenience. A check in the amount of \$70.00 is also enclosed to cover the cost of filing the Articles.

Thank you for your attention to this matter. If you have any questions or comments, please contact me.

Sincerely yours,



Douglas E. Starcher, P.A.

DES:gb
Encs.

FILED
98 NOV 19 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/24/98

EFFECTIVE DATE
11/17/98

**ARTICLES OF INCORPORATION
OF
CABRIOLET ACQUISITION CORP.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be:

Cabriolet Acquisition Corp. (the "Corporation").

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

ARTICLE III - Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, the Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of the Corporation and the maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is 10 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

98 NOV 19 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE V - Term of Existence

The effective date upon which the Corporation shall come into existence shall be November 17, 1998, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the name of the initial registered agent of the Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VII - Directors

- A. The initial number of Directors of the Corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of the Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
C. David Brown, II	390 North Orange Avenue, Suite 1100 Orlando, Florida 32801

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling

such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
B&C Corporate Services of Central Florida, Inc.	390 North Orange Avenue, Suite 1100 Orlando, Florida 32801

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of November, 1998.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.

By: 

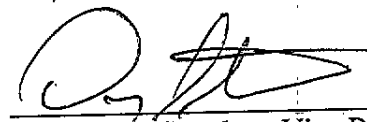
Douglas E. Starcher, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Cabriolet Acquisition Corp.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.

By:



Douglas E. Starcher, Vice President

FILED
98 NOV 19 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA