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LAW OFFICES OF
RICHARD G. HATHAWAY, P.A.

BUILDING 100 - SUITE 250
10151 DEERWOOD PARK BOULEVARD
JACKSONVILLE, FLORIDA 32256
POST OFFICE BOX 551165, 32255-1165

TELEPHONE (904) 996-1122
TELECOPIER (904) 996-1130

November 19, 1998

VIA FEDERAL EXPRESS

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

100002693231--8
-11/23/98--01016--007
*****70.00 *****70.00

Re: CLASSIC COACH MANUFACTURING, INC.

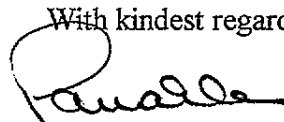
Gentlemen:

Enclosed is the original Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Fees	\$ 35.00
Registered Agent	
Designation	<u>\$ 35.00</u>
	\$ 70.00

Please file the Articles and confirm the filing immediately upon your receipt.

With kindest regards,



Pamalla Woods
Legal Assistant to Richard G. Hathaway

98 NOV 23 AM 9:47
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Enclosure(s)
PDW/sb

**ARTICLES OF INCORPORATION
OF
CLASSIC COACH MANUFACTURING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 23 AM 9:47

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

The name of this corporation shall be **CLASSIC COACH MANUFACTURING, INC.**

Article II

Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be **13511 GRANVILLE AVENUE, CLERMONT, FLORIDA 34711.**

Article III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

Article IV

Initial Registered Agent and Address

The street address of the initial registered office of this corporation is **10151 DEERWOOD PARK BLVD., BUILDING 100, SUITE 250, JACKSONVILLE, FL 32256** and the initial registered agent at that office is **RICHARD G. HATHAWAY.**

Article V

Incorporator

The name and street address of the incorporator of this corporation are:

**RICHARD G. HATHAWAY
10151 DEERWOOD PARK BLVD.
BUILDING 100, SUITE 250
JACKSONVILLE, FL 32256**

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

(a) This corporation shall have **THREE (3) DIRECTORS** initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The names and street addresses of the initial directors of the corporation are:

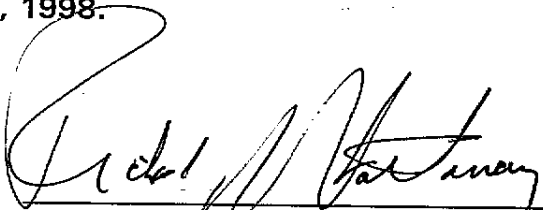
**JAMES C. LABAR
C/O CORDELE PROPERTIES, INC.
2690 CIMARRONE BLVD.
JACKSONVILLE, FL 32259**

**KEITH D. ROGERS
1651 LAMPLIGHTER WAY
ORLANDO, FL 32818**

**JOSEPH D. MAHER
300 TAINTOR STREET
SUFFIELD, CT 06078**

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the **NOVEMBER 19, 1998.**


RICHARD G. HATHAWAY

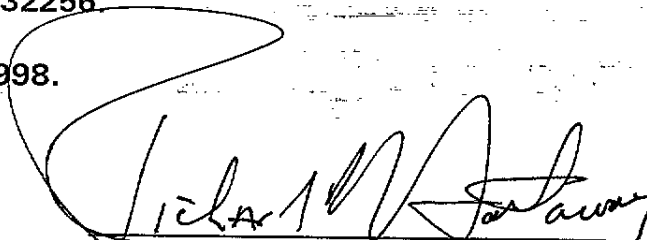
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DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

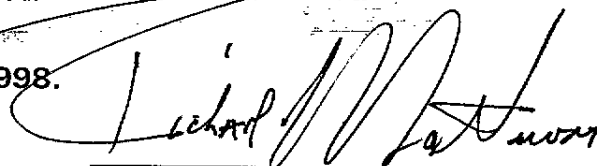
CLASSIC COACH MANUFACTURING, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates as its registered agent, **RICHARD G. HATHAWAY** to accept service of process within the State of Florida and the address of its registered office shall be **10151 DEERWOOD PARK BLVD., BUILDING 100, SUITE 250, JACKSONVILLE, FL 32256**.

DATED this **NOVEMBER 19, 1998.**


RICHARD G. HATHAWAY

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this **NOVEMBER 19, 1998.**


RICHARD G. HATHAWAY