

P970000 72198



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 503112 4381472

AUTHORIZATION :

Patrice juth

COST LIMIT : \$ 131.25

ORDER DATE : August 20, 1997

ORDER TIME : 12:10 PM

ORDER NO. : 503112-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

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FILED
97 AUG 20 PM 1:35
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CED CAPITAL HOLDINGS VIII,
INC.

EFFECTIVE DATE:

XX___ ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

SN AUG 20 1997

ARTICLES OF INCORPORATION
OF
CED CAPITAL HOLDINGS VIII, INC.

FILED
97 AUG 20 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CED CAPITAL HOLDINGS VIII, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

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

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of this corporation's initial Board of Directors is as follows:

Alan H. Ginsburg

2200 Lucien Way, Suite 450
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 19th day of August, 1997.

B&C Corporate Services of Central
Florida, Inc.

By: 

Randal M. Alligeood, Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

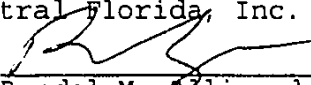
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is CED CAPITAL HOLDINGS VIII, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

CED CAPITAL HOLDINGS VIII, INC.

By: B&C Corporate Services of
Central Florida, Inc.

By: 
Randal M. Alligood, Vice
President

Title: Incorporator

Dated this 19th day of August, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of
Central Florida, Inc.

By: 
Randal M. Alligood, Vice
President

Dated this 19th day of August, 1997.

FILED
97 AUG 26 PM 1:35
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA