



THE UNITED STATES
CORPORATION
COMPANY

P99000037495

FILED

99 APR 26 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 217095 4381472

AUTHORIZATION : ~~XXXXXXXXXX~~

COST LIMIT : \$ 87.50

ORDER DATE : April 23, 1999

ORDER TIME : 9:07 AM

ORDER NO. : 217095-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CED CAPITAL HOLDINGS XI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

000002851070--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 4/26/99 ✓

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR 26 AM 9:56

RECEIVED

ARTICLES OF INCORPORATION
OF
CED CAPITAL HOLDINGS XI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CED CAPITAL HOLDINGS XI, 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 1515 Sandspur Road, 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 members of this corporation's initial Board of Directors is as follows:

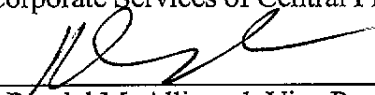
Alan H. Ginsburg

1551 Sandspur Road
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 16th day of April, 1999.

Incorporator:

B&C Corporate Services of Central Florida, Inc.

By: 

Randal M. Alligood, Vice President

DATED as of this 16th day of April, 1999.

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 XI, 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 XI, INC.

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

By: 
Randal M. Alligood, Vice President

Title: Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 16th day of April, 1999.

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 16th day of April, 1999.