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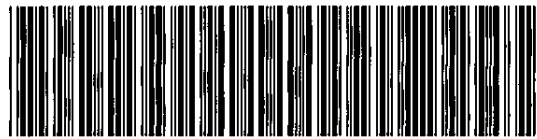
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Baker Hostetler

Baker & Hostetler LLP

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December 11, 2007

BY HAND DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Central Florida Partnership, Inc. (not for profit)

Dear sir or madam:

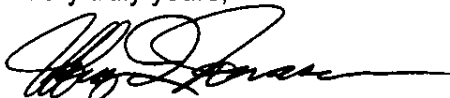
Enclosed please find one (1) original and one (1) copy of Articles of Incorporation to form the above referenced corporation not for profit. Also enclosed is a check in the amount of \$78.75 for the filing fee and for one certified copy of the Articles of Incorporation.

Please return a certified copy of the Articles of Incorporation to the following address:

Jeffery Q. Jonasen
Baker & Hostetler LLP
P.O. Box 112
Orlando, FL 32802-0112

An addressed, stamped return envelope is also enclosed for your convenience. Should you have any questions, please contact me at 407-649-4082. Thank you.

Very truly yours,



Jeffery Q. Jonasen

Enclosures

cc: Jacob V. Stuart

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ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA PARTNERSHIP, INC.
(a Florida corporation not for profit)

In compliance with Chapter 617, Florida Statutes, the following Articles of Incorporation of Central Florida Partnership, Inc., a Florida corporation not for profit, are submitted:

ARTICLE I

Name and Duration

The name of the corporation is CENTRAL FLORIDA PARTNERSHIP, INC., a Florida corporation not for profit (the "Corporation"). The duration of the Corporation is perpetual until it is dissolved in accordance with applicable law.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 75 South Ivanhoe Boulevard, Orlando, Florida 32804, with branch offices at such places as the Board of Directors may from time to time determine.

ARTICLE III

Corporate Purposes and Powers

The Corporation is formed for the following purposes:

A. Promote, facilitate and lead community efforts to advance economic vitality and prosperity and improve the quality of life for those who live, work, learn and play in the Central Florida region.

B. Enable regional business and civic leaders to collaborate and take action on Central Florida's most challenging and complex problems.

C. Focus resources to develop research to drive and support evidence-based actions, and seek continuous improvement by benchmarking the Central Florida region relative to its peers around the globe.

D. Provide regional leadership development that serves as a catalyst to expand and develop a "pool" of regional leaders, and work with others to strengthen entrepreneurial systems throughout Central Florida.

The Corporation is organized and shall be operated for purposes for which a corporation not for profit may be formed under the laws of the State of Florida and not for pecuniary profit or financial gain. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder. The Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Code Section 501(c)(6). Any reference in these Articles of Incorporation to a section of the Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

ARTICLE IV

Tax Exempt Status

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code Section 501(c)(6). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall be permitted. No member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

In the event of dissolution, the residual assets of the Corporation shall be distributed to one or more organizations as shall be deemed by the Board of Directors to qualify as devoted to the Code Section 501(c)(6) purposes of the Corporation.

ARTICLE V

Board of Directors

The powers of the Corporation shall be exercised, its properties controlled and its affairs governed by a Board of Directors. The number of directors of the Corporation shall be set forth in the Bylaws of the Corporation and may be increased or diminished from time to time in accordance with the provisions of the Bylaws, but shall never be fewer than three (3). The qualifications of directors, the manner in which directors are to be elected or appointed, classes of directors, and their terms of office shall be set forth in the Bylaws. The Bylaws may provide that a quorum of the Board of Directors shall consist of no fewer than one-third (1/3) of the directors then holding office in accordance with the Bylaws.

ARTICLE VI

Initial Directors

The Corporation shall initially have six (6) directors, who shall hold office until the first meeting of the Board of Directors held for the purpose of electing new directors. The directors elected at the first meeting of the Board of Directors held for the purpose of electing new directors, and all directors thereafter, shall serve for terms as regulated by the Bylaws.

The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Des Cummings, Jr.	2400 Bedford Road, 4 th Floor, Orlando, FL 32803
Patricia J. Engfer	9300 Airport Boulevard, Orlando, FL 32827
C.T. Hsu	820 Irma Avenue, Orlando, FL 32803
James M. Lewis	200 Celebration Place, Ste. 210, Celebration, FL 34747
Kelley P. Mossburg	P.O. Box 685061, Orlando, FL 32868-5061
Jacob V. Stuart	P.O. Box 1234, Orlando, FL 32802-1234

ARTICLE VII

Indemnification

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged to have been negligent in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

Members

Members of the Corporation shall be those persons, firms and companies interested in promoting the purposes of the Corporation. Other qualifications of members, the manner of their admission and their rights and duties shall be prescribed from time to time by the Bylaws and by the Board of Directors of the Corporation. Acceptance of membership in the Corporation shall constitute an agreement on the part of a member to adhere to the Bylaws, policies and procedures adopted by the Board of Directors. Any member may resign from the Corporation upon written notice to the Board of Directors.

ARTICLE IX

Bylaws

The Board of Directors shall have the power to adopt, alter, amend or repeal Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the directors may deem necessary from time to time, unless otherwise provided in the Bylaws. The Bylaws may contain any provision for the regulation and management of the Corporation's affairs that is not inconsistent with the Florida Not For Profit Corporation Act or these Articles of Incorporation.

ARTICLE X

Amendments to Articles of Incorporation

Any amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, upon such proposal, shall be presented for adoption by a majority vote of the members present at the next annual meeting of the Corporation or at a special meeting called for that purpose. For any meeting so called, notice in writing shall be provided to the members in accordance with the Bylaws, which notice shall set forth the fact that an amendment to the Articles of Incorporation is to be considered and a summary of any such amendment.

ARTICLE XI

Registered Agent and Office

The name and business address of the registered agent of the Corporation, and the address of the registered office of the Corporation, follow:


<u>Name</u>	<u>Address</u>
Jacob V. Stuart.	75 South Ivanhoe Boulevard, Orlando, Florida 32804

ARTICLE XII

Incorporator

The name and address of the incorporator of the Corporation is Jeffery Q. Jonasen, 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation of the Corporation on this 11th day of December, 2007.


Jeffery Q. Jonasen, Incorporator

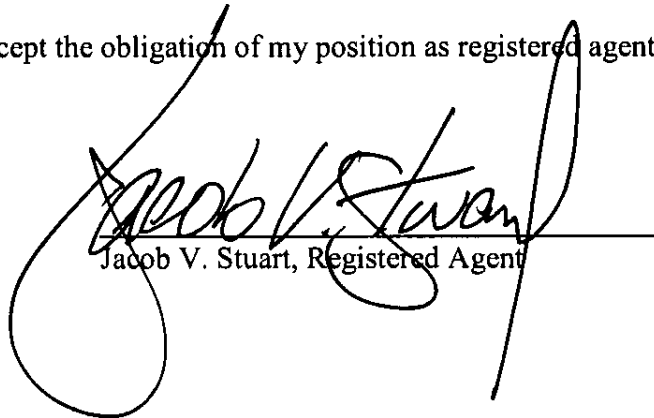
REGISTERED AGENT CERTIFICATE

This certificate is submitted in compliance with Section 617.0501 of the Florida Not For Profit Corporation Act. Central Florida Partnership, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in Article XI of the foregoing Articles of Incorporation, at 75 South Ivanhoe Boulevard, in the City of Orlando, County of Orange, State of Florida 32804, has named Jacob V. Stuart, whose business office is located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in such capacity. I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED: December 11, 2007


Jacob V. Stuart, Registered Agent

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