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LAW OFFICES  
**JAMES P. PANICO**

PROFESSIONAL ASSOCIATION  
111 SOUTH MAITLAND AVENUE, SUITE 100  
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING  
REAL PROPERTY LAW

January 3, 2000

TELEPHONE (407) 647-7200  
FAX (407) 647-1420

Florida Dept. Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Orlando Fire Protection, Inc.

100003090461--8  
-01/06/00--01063--010  
\*\*\*\*122.50 \*\*\*\*78.75

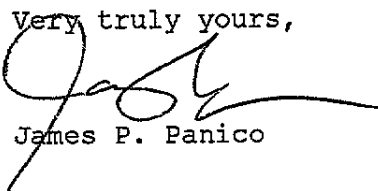
Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation and Designation of Resident Agent in the above referenced matter. Also enclosed is our firm's check in the amount of \$122.50 for your filing fee herein.

Please file the enclosed and return a certified copy to the undersigned.

Thank you for your attention in this matter.

Very truly yours,



James P. Panico

JPP/sar  
Enc.

FILED  
00 JAN -6 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-12  
WCC

ARTICLES OF INCORPORATION

OF

ORLANDO FIRE PROTECTION, INC.

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00 JAN -6 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is ORLANDO FIRE PROTECTION, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

© To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any

other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily conducted with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(I) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary or profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$1,000.00.

### ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation shall be 280 Lake Shore Drive, Lake Mary, FL 32746. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Jeffrey Bennett, 608 West Ave., Ocoee, FL 32761  
Howard E. Sullivan, III, 280 Lake Shore Drive, Lake Mary, FL 32746

#### ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT</u>
Jeffrey Bennett	608 West Ave. Ocoee, FL 32761	500	\$500.00
Howard E. Sullivan, III	280 Lake Shore Dr. Lake Mary, FL 32746	500	\$500.00

#### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing.

#### ARTICLE XI - REGISTERED AGENT


The Registered Agent of this corporation shall be Howard E. Sullivan, III.


#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders'

meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3 day of January, 2000.

  
Howard E. Sullivan, III,  
Subscriber

  
Jeffrey Bennett, Subscriber


STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the State and County aforesaid personally appeared HOWARD E. SULLIVAN, III, well known to me to be the person described in the foregoing instrument or ~~who has produced~~ as identification, and acknowledged before me that he executed the same for the purposes expressed therein, and who did/did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 3 day of January, 2000.




Susan A Rawson  
My Commission CC716639  
Expires May 17, 2002

  
Notary Public  
Print Name: Susan A. Rawson

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the State and County aforesaid personally appeared JEFFREY BENNETT, well known to me to be the person described in the foregoing instrument or ~~who has produced~~ as identification, and acknowledged before me that he executed the same for the purposes expressed therein, and who did/did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 3 day of January, 2000.

  
Notary Public  
Print Name: Susan A. Rawson



Susan A Rawson  
My Commission CC716639  
Expires May 17, 2002

ORLANDO FIRE PROTECTION, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

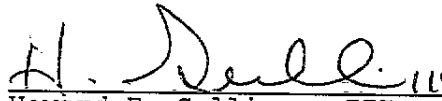
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ORLANDO FIRE PROTECTION, INC., qualified to do business under the laws of the State of Florida, with its principal office located at 280 Lake Shore Drive, Lake Mary, 32746, County of Seminole, State of Florida, has appointed Howard E. Sullivan, III, at 280 Lake Shore Drive, Lake Mary, 32746, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as resident agent for said corporation.

Dated: January 3, 2000.

  
Howard E. Sullivan, III  
Registered Agent

FILED  
00 JAN -6 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA