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LAW OFFICES OF  
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PROFESSIONAL ASSOCIATION

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William Berger<sup>1</sup>  
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David R. Lenox  
Scott D. Levine

Edmund O. Loos III  
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Joseph G. Santoro  
Dana S. Schwartz  
Marc E. Schwartz<sup>3</sup>  
Sally H. Seltzer  
Kenneth J. Sobel  
Frank A. Utset

March 27, 2000

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\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: Incorporation of ARNOTT ENTERPRISES, INC.

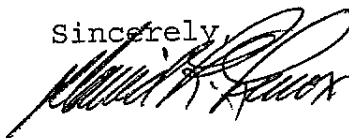
Dear Sir/Madam:

I have enclosed an original and one copy of an executed Articles of Incorporation, including a certificate designating registered office and registered agent and acceptance of registered agent for filing the above-referenced corporation. Also enclosed is Elite Management of Chatham Park, Inc. check number 3206 in the amount of \$122.50 made payable to the Secretary of State to cover the following costs:

Filing Fee for Articles	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
TOTAL	<u>\$122.50</u>

Please forward the conformed copy of the Articles of Incorporation to the undersigned. If you have any questions, please feel free to contact me. Thank you.

Sincerely,



David R. Lenox

DRL/amw  
Enclosures

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<sup>1</sup>Also admitted in New York

<sup>2</sup>Also admitted in Texas

B. BROWN APR - 4 2000

ARTICLES OF INCORPORATION  
OF  
ARNOTT ENTERPRISES, INC.

00 MAR 30 PM 12:16  
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ARTICLE I. - NAME

The name of this corporation is ARNOTT ENTERPRISES, INC.

ARTICLE II. - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal place of business and the mailing address of the corporation is 4939 Dunmore Lane, Kissimmee, Florida 34746.

ARTICLE III. - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 135 West Central Blvd., Suite 1100, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is DAVID R. LENOX, ESQ.

ARTICLE V. - INCORPORATOR

The name and address of the incorporator is as follows:  
HEATHER ARNOTT, 4939 Dunmore Lane, Kissimmee, Florida 34746.

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Malcolm Arnott, President and Treasurer	4939 Dunmore Lane Kissimmee, FL 34746
Heather Arnott, Vice President and Secretary	4939 Dunmore Lane Kissimmee, FL 34746

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 20 day of March, 2000.



HEATHER ARNOTT

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, 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: ARNOTT ENTERPRISES, INC.
2. The name and address of the registered agent and office is: David R. Lenox, 135 West Central Blvd., Suite 1100, Orlando, Florida 32801.

By: David R. Lenox  
DAVID R. LENOX

Title: attorney in fact

Dated this 21 day of March, 2000.

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

David R. Lenox  
David R. Lenox

Dated this 21 day of March, 2000.