

JUL-24-2000 MON 02:20 PM

FAX NO.

P. 02

Division of Corporations

http://ccfsat.sos.state.fl.us/scripts/efilcovr.exe

P00000070345

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000038416 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 425-8377

FILED
00 JUL 24 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

~~Raeliff, Inc.~~
RADCLIFF DEVELOPMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

JUL-24-2000 MON 02:19 PM

(850)487-8013

07/21/00 14:58 F1 Dept of State

FAX NO.
p1 / 1

P. 01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 2000

612

BROAD AND CASSEL

SUBJECT: RADCLIFF, INC.
REF: W00000018302

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS RADCLIFF, INC. DOC #V05048.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000038416
Letter Number: 300A00040097

Re-send - name has been modified.

*Thank you -
Ranice Bergstrom
407-481-5251*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Florida Dept. of State Electronic Filing
Facsimile Audit No. H000000384164

ARTICLES OF INCORPORATION**OF****RADCLIFF DEVELOPMENT, INC.****ARTICLE I - NAME**

The name of this corporation is **RADCLIFF DEVELOPMENT, 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 1351 North Courtenay Parkway, Suite B-B, Merritt Island, Florida 32953. The initial mailing address of the corporation is Post Office Box 4961, Orlando, Florida 32802-4961.

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 voting 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:

Name**Address**

B&C Corporate Services
Central Florida, Inc.

390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

Attorney Name: Randal M. Alligood, PA.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Bar No.: 459445

FILED
00 JUL 24 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State Electronic Filing
Facsimile Audit No. H000000384164

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000384164

ARTICLE VI - MANAGEMENT

The Corporation shall not have a board of directors. The business and affairs of the Corporation shall be managed and regulated by the Corporation's shareholders.

ARTICLE VII - INDEMNIFICATION

Each shareholder (in his or her management capacity) and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the corporation or shareholder of the corporation who exercised management authority, whether or not wholly owned or by reason of any act or omission to act as such shareholder or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any shareholder or officer may be entitled as a matter of law. Shareholders acting in their management capacity shall be entitled to any right of indemnification available to directors as a matter of law.

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

B&C Corporate Services of Central Florida, Inc., a
Florida corporation

By: 

Janice C. Myers, Vice President

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000384164

Florida Dept. of State Electronic Filing

Facsimile Audit No. 00000384164

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 **RADCLIFF DEVELOPMENT, 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

RADCLIFF, INC.

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

By: 
Janice C. Myers, Vice President

Title: Incorporator

Dated this 20th day of July, 2000.

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: 
Janice C. Myers, Vice President

Dated this 20th day of July, 2000.

Florida Dept. of State Electronic Filing

Facsimile Audit No. 00000384164