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REFERENCE : 793920 149697A

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 70.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 10 PM 21 06

ORDER DATE : August 10, 2000

ORDER TIME : 9:53 AM

ORDER NO. : 793920-005

CUSTOMER NO: 149697A

100003352161--7

CUSTOMER: Karen M. Brown, Legal Asst  
Swann & Hadley, P.a.

Suite 160  
1031 West Morse Boulevard  
Winter Park, FL 32789

DOMESTIC FILING

NAME: ROCK 474, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED  
00 AUG 10 AM 10:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

JP 8/10/00

00 AUG 10 PM 2:06

**ARTICLES OF INCORPORATION**

**OF**

**ROCK 474, INC.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be Rock 474, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of the corporation shall be 1600 North Orange Avenue, Orlando, Florida 32804.

**ARTICLE III - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE IV - GENERAL PURPOSE**

The general purpose for which the corporation is organized shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated Common Shares with a par value of ten cents (\$.10) per share.

**ARTICLE VI - INITIAL REGISTERED  
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 1031 West Morse Boulevard, Suite 160, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is Richard R. Swann.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

<u>Name</u>	<u>Address:</u>
Gregg I. Zuckerman	1600 North Orange Avenue, Orlando, Florida 32804.
John A. Riley	1600 North Orange Avenue, Orlando, Florida 32804.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address:</u>
Gregg I. Zuckerman	1600 North Orange Avenue Orlando, Florida 32804.

#### ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.


#### ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE XI - INDEMNIFICATION

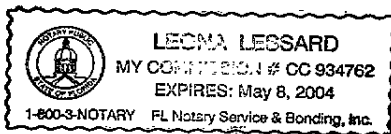
The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3 day of August, 2000.

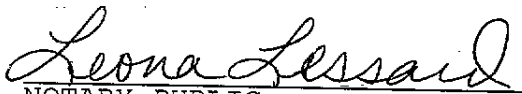
  
Gregg I. Zuckerman, Incorporator

STATE OF FLORIDA     )  
                              )     ss:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 3 day of August, 2000, by Gregg I. Zuckerman who is personally known to me and who did take an oath.




(NOTARIAL SEAL)

  
NOTARY PUBLIC  
Printed Name: LEONA LESSARD  
My Commission Expires: MAY 8, 2004

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Richard R. Swann, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0501(3) of the Florida Business Corporation Act.

  
Richard R. Swann

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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