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C T CORPORATION SYSTEM

Requestor's Name
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Address
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City State Zip Phone

CORPORATION(S) NAME

Baja UCF, Inc.

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LAURA EARNST

T. SMITH AUG 22 2000

ARTICLES OF INCORPORATION

OF

BAJA UCF, INC.

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: **Baja UCF, Inc.**

ARTICLE II

The address of the principal office of the corporation and the corporation's mailing address are Suite 1145, 931 North State Road, Altamonte Springs, Florida 32714.

ARTICLE III

The street address of the corporation's initial registered office in the State of Florida is 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is One Thousand (1,000), all of which shares are of the same class and are designated "Common Shares;" the par value of each such share is One Cent (\$.01).

ARTICLE V

The name and address of the incorporator are:

Phillip R. Stanton
One Firstar Plaza
St. Louis, Missouri 63101

ARTICLE VI

The number of directors to comprise the initial Board of Directors shall be three (3). Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation.

ARTICLE VII

The duration of the corporation is perpetual.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

1. Indemnification. The corporation, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of the corporation, by reason of the fact that he was or is a director or officer of the corporation or is or was a director or officer of the corporation who is or was serving at the request of the corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers. —

2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

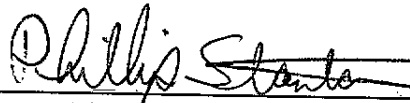
3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested

directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be a director or officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

4. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the corporation shall indemnify any person who is or was a director or officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

IN WITNES WHEREOF, I have hereunto set my hand this 21st day of August, 2000.



Phillip R. Stanton, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

DATE: August 22, 2000

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary

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