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January 2, 2001

Our File No: C884-49241

VIA FEDERAL EXPRESS
Airbill No. 8236 4876 4130

Office of the Secretary of State
State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

800003523498--0
-01/04/01--01082--001
*****78.75 *****78.75

Re: Centerstate Shopping Center Development, Inc.

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for CENTERSTATE SHOPPING CENTER DEVELOPMENT, INC. and certify and return the enclosed duplicate original of the Articles of Incorporation. Our firm's check in the amount of \$78.75 is enclosed to cover the cost of filing, \$35; certified copy, \$8.75; and registered agent designation, \$35.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Very truly yours,


Christopher M. Fear

CMF/sf
Enclosures

FILED
01 JAN -4 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





**ARTICLES OF INCORPORATION
OF
CENTERSTATE SHOPPING CENTER DEVELOPMENT, INC.**

FILED
01 JAN -4 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CENTERSTATE SHOPPING CENTER DEVELOPMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1820 South Florida Avenue, Lakeland, FL 33803, and the mailing address of this corporation is 1820 South Florida Avenue, Lakeland, FL 33803.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

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

The street address of the initial registered office of this corporation is 1820

South Florida Avenue, Lakeland, FL 33803, and the name of the initial registered agent of this corporation at that office is J. Richard Miller.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial directors of the corporation are:

J. Richard Miller
1820 South Florida Avenue
Lakeland, FL 33803

Rita G. Miller
1820 South Florida Avenue
Lakeland, FL 33803

Mei Huey Liao Lin
4180 Northmeadow Circle
Tampa, FL 33624

W.T. Paul Liao
4180 Northmeadow Circle
Tampa, FL 33624

ARTICLE VIII - INCORPORATORS


The name and address of the Incorporator is:

J. Richard Miller
1820 South Florida Avenue
Lakeland, FL 33803

ARTICLE IX - INDEMNIFICATION

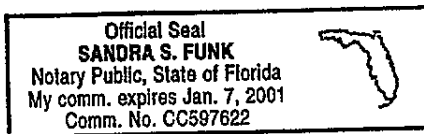
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

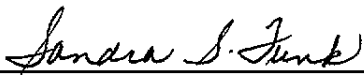
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of January, 2001.


J. RICHARD MILLER, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of January, 2001, by J. Richard Miller, who is personally known to me.




NOTARY PUBLIC, State at Large
Print name: SANDRA S. FUNK

(Affix Notary Seal)

My commission expires: 1-7-2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for CENTERSTATE SHOPPING CENTER DEVELOPMENT, INC. hereby accepts such appointment this 3rd day of January, 2001.


J. RICHARD MILLER

FILED
JAN -4 AM 9:23
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CLERK OF STATE
TALLAHASSEE, FLORIDA