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& ASSOCIATES
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A PROFESSIONAL ASSOCIATION OF LAWYERS
DEDICATED TO MAKING A DIFFERENCE

David A. Barrett
Board Certified Civil Trial Lawyer

A. Dean Johnson
Fred E. Pearson, Jr.

PO1000011312

BY HAND

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

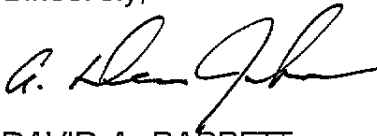
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*****78.75 *****78.75

Re: Worthwhile Development VII, Inc.

To Whom It May Concern:

Enclosed for filing please find the Articles of Incorporation and the Certificate Designating Place of Business for Service of Process for Worthwhile Development VII, Inc. My firm check in the amount of \$78.75 is enclosed in payment of the filing fee. Thank you for your kind attention to this filing.

Sincerely,


DAVID A. BARRETT

DAB/dpw
Enclosures (Check No. 2572)
cc: H. J. Royall, Jr.

FILED
01 JAN 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 JAN 30 PM 3:31
TALLAHASSEE, FLORIDA

01 JAN 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WORTHWHILE DEVELOPMENT VII, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby execute this document for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

WORTHWHILE DEVELOPMENT VII, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be to carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commission persons and agents; to undertake and execute any trusts the undertaking of which may seem to this corporation desirable; to use and apply its surplus earnings, or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine; to conduct its business in other state, territories and possessions of the United States, and in foreign countries, and to have one office, or more than one office, outside the State of Florida, except as may be otherwise provided by law; to engage in any other business or to

do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out or the success of any business outlined above.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The authorized capital stock of this corporation shall consist of 1000 shares of common stock at \$.10 par value. Such shares shall be of a single class. Such stock shall be fully paid and non-assessable.

Said common capital stock may be paid for in cash or may be paid for in labor or service or in real estate or in personal property at a fair valuation placed thereupon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation or any part thereof for such consideration as it may deem equivalent to or in excess of the par value thereof.

ARTICLE IV

The minimum amount of capital with which this corporation shall commence business is Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation shall be 2949 West State Road 434, Suite 400, Longwood, Florida 32779, with the privileges of having branch offices at any place within and without the State of Florida as the Board of Directors may deem advisable. The registered office of the corporation shall be at 2949 West State Road 434, Suite 400, Longwood, Florida 32779. The Registered Agent and Registered office address of service of process shall be H. J. Royall, Jr., whose registered office address is 2949 West State Road 434, Suite 400, Longwood, Florida 32779.

ARTICLE VII

The corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the directors, but shall never be less than one.

ARTICLE VIII

The name and post office address of the first Board of Director of this corporation who shall hold office until his successor is chosen shall be:

NAME ADDRESS

H. J. Royall, Jr.	2949 West State Road 434, Suite 400 Longwood, Florida 32779
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ARTICLE IX

The name and post office address of the officer of the corporation who shall hold office until his successor is elected and qualified shall be:

NAME ADDRESS

H. J. Royall, Jr.	2949 West State Road 434, Suite 400
President, Secretary	Longwood, Florida 32779
Treasurer	

ARTICLE X

The name and post office address of the incorporator of these Articles of Incorporation is:

NAME ADDRESS

H. J. Royall, Jr. 2949 West State Road 434, Suite 400
Longwood, Florida 32779

ARTICLE XI

In furtherance and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

A. If the By-Laws so provide, the corporation shall have power to hold meetings, both of Stockholders and Directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

Meetings of Directors and of Stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed, as prevention of any Stockholder or Director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of Directors, or by death, resignation or other cause, may be filled by the Directors

in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the Stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the Statute.

D. It shall not be necessary for any officer of the corporation, other than the President, to be a Director of, or for any officer to be a Stockholder.

E. The annual meeting of the Stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide: and the manner of calling meetings of Stockholders and Directors may be fixed by the By-Laws.

F. The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred on Stockholders herein are granted subject to this reservation.

ARTICLE XII

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such Director or Officer, provided that he shall

not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or Officer may be entitled as a matter of law.

Should this paragraph be in contradiction to Florida Statute 607, each Director and Officer shall receive the maximum benefits allowed under said Statute.

ARTICLE XIII

No contract of other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in or is a member, stockholder, director, or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any Director or Officer individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any Director or Directors or Officer of this corporation in a party or any parties to or interested in such contract, act or association or corporation, and each and every person who may become a Director or Officer of this corporation is hereby relieved from any liability that might otherwise exist from this contract with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE XIV

The following provisions for the regulation of the business and for the conduct of the affairs of this corporation and for creating, dividing, limiting, and regulating the

powers of this corporation, its stockholders, officers and directors are hereby adopted as a part of these Articles of Incorporation.

A. This corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any and all of its authorized or outstanding stock, or both, by any of its stockholders or their respective heirs, executors, administrators, successors or assigns, as the case may be PROVIDED, however that no such regulatory or restrictive provisions shall affect the rights of third parties without actual knowledge thereof unless notice of such provisions shall be given upon the certificate evidencing the ownership of said stock or as provided in the By-Laws.

B. Any holder or holders of shares of the stock of this corporation may include in agreements among themselves limitations upon the transfer or assignment of such shares, and this corporation may become a party to any such agreement or agreements.

C. This corporation shall have the power to enter into, or become a partner in, any agreement for sharing profits, union or interest, cooperation, joint-venture or otherwise, with any person, firm, corporation or any other entity now carrying on or contemplating carrying on any business which this corporation has direct or incidental authority to pursue.

D. This corporation shall have the power to amend, alter, change or appeal any provisions of these Articles of Incorporation, subsequently to be known as its Certificate of Incorporation, as from time to time amended, in form or substance when proposed and approved by its Board of Directors and approved at any meeting of the Stockholders by the holders of not less than a majority of its outstanding stock entitled to be voted.

E. The Board of Directors of this corporation shall have the power to authorize and cause to be executed mortgages and liens upon real and personal property owned, either legally or equitably, by this corporation; to fix the amount to be reserved as working capital over and above the capital stock paid in; to determine the conditions, time and places when the books of this corporation can be examined, except as otherwise conferred by statute of the State of Florida; and to sell, lease or exchange all of the property or assets essential to the business of this corporation upon such terms and conditions as a majority of the whole Board of Directors deems expedient and in the best interests of this corporation.

F. This corporation may, in its By-Laws, confer powers upon its Directors in addition to any conferred herein and in addition to the powers and authorities expressly conferred upon it by statutes of the State of Florida.

G. This corporation shall have the power to keep its books outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

H. The Directors shall receive compensation for their services as such directors in accordance with provisions set forth in the By-Laws.

I. No officer of this corporation shall be prevented from receiving a salary to be fixed by the Board of Directors by reason of the fact that such officer is also a director of this corporation, nor shall any director be precluded from voting upon the salary he is to receive as an officer of this corporation.

J. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of such other corporation is

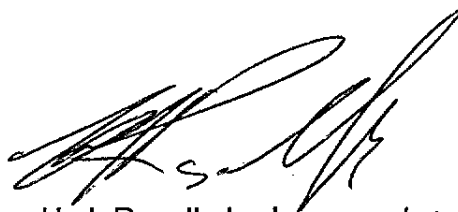
owned by this corporation, and no other act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any corporation, partnership, proprietorship or business of which any such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation: PROVIDED, however, that the fact that any such director is interested in such corporation, partnership, proprietorship or business shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof; and any director of this corporation who is also director or officer of any such other corporation, or who is so interested in any such partnership, proprietorship or business may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize, confirm, ratify or approve such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested in said partnership, proprietorship or business.

K. This corporation, at the time of its organization, or any time or times thereafter, may purchase or acquire shares, stocks, bonds, debentures and other securities or obligations, or any property, real, personal or mixed, from any person or persons, corporation or corporations, or other business, commercial or industrial entity, who may be promoters, officers, or directors of this corporation, and each stockholder of this corporation shall be deemed by reason of his having become such to have waived any and all objections to such acquisitions of shares, stocks, bonds, debentures, and other securities, obligations, or property, real, personal or mixed and to have agreed that no

promoter, officer or director shall be liable to account to his corporation for any profit or benefit derived by him by reason of such transaction.

L. Notwithstanding anything contained herein to the contrary if any term, covenant, provision, phrase or other element of these Articles of Incorporation is held invalid or unenforceable for any reason whatsoever, or if such term, covenant, provision, phrase or other element is held to be in contravention of any of the Florida Statutes or any other law, such holdings shall not be deemed to affect, alter, modify or impair in any manner whatsoever, any of the terms, covenants, provisions, phrases or other elements of these Articles of Incorporation and shall be construed in a manner, if possible, to allow it to provide for the intent of the incorporator of these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned, being the sole subscriber to these Articles of Incorporation, do hereby make and file this Certificate of Incorporation, and declare and certify that the facts herein stated are true, and accordingly, I have hereunto set my hand and seal this 26 day of December, 2000, in the County of Seminole and State of Florida.



H. J. Royall, Jr., Incorporator

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

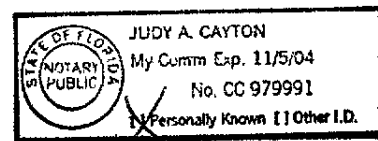
BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared H. J. ROYALL, JR., to me well known and known to me to be the person who subscribed to and signed the above and foregoing Certificate of Incorporation and being by me first duly sworn acknowledges and states that the above and foregoing Certificate of Incorporation was subscribed to for the uses and purposes therein expressed and that the facts therein are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of December, 2000.

NOTARY PUBLIC

Printed Name:

Judy A. Cayton



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **WORTHWHILE DEVELOPMENT VII, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the County of Seminole, State of Florida, has named H. J. ROYALL, JR., Registered Agent, located at 2949 West State Road 434. Suite 400, Longwood, Florida 32779 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.

By:


H. J. ROYALL, JR.
Registered Agent

Dated: 12/26/00

FILED
01 JAN 30 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA