

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

PO1000018161

CONTACT: CINDY HICKS

DATE: 2-19-01

700003718247--7  
-02/19/01--01042--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

REF. #: 0163

CORP. NAME: Central Florida Airport  
Developers, Inc

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                         |   |  |

FILED  
01 FEB 19 AM 11:07  
RECEIVED  
01 FEB 19 AM 10:29  
DIVISION OF CORPORATION  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

STATE FEES PREPAID WITH CHECK# 10216 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY                   | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA AIRPORT DEVELOPERS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby files as a corporation under the laws of the State of Florida as follows:

FILED  
01 FEB 19 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
NAME AND ADDRESS**

The name of this Corporation is: **CENTRAL FLORIDA AIRPORT DEVELOPERS, INC.** The street address and mailing address of the Corporation is: c/o Stephen J. Mitchell, 201 North Franklin Street, Suite 2200, Tampa, Florida 33602.

**ARTICLE II  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

**ARTICLE III  
PURPOSE**

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

**ARTICLE IV  
POWERS**

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 201 North Franklin Street, Suite 2200, Tampa, Florida 33602, and the name of its initial registered agent at such address is Stephen J. Mitchell.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation are:

<u>Name</u>	<u>Address</u>
J. M. "Mike" Nolen	290 Cypress Gardens Boulevard, S.E. Winter Haven, Florida 33880
Steven C. Ruoff	2200 Lucien Way, Suite 250 Maitland, Florida 32751-7019
Walter C. Troutman	11111 Biscayne Boulevard Penthouse T Miami, FL 33181

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Stephen J. Mitchell	201 North Franklin Street Suite 2200 Tampa, Florida 33602

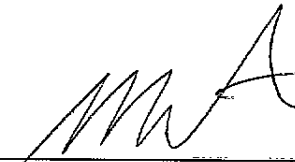
**ARTICLE IX  
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

**ARTICLE X  
AMENDMENT**

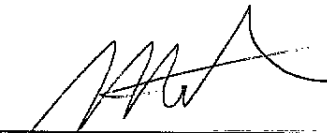
These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 16th day of February, 2001.

  
\_\_\_\_\_  
**STEPHEN J. MITCHELL**

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
**STEPHEN J. MITCHELL**

Dated: February 16, 2001.

12299-001-769995

**FILED**  
**01 FEB 19 AM 11:07**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**