

P01000068148

Stephen L. Skipper

Attorney at Law

\$

July 5, 2001

Department of State  
Division of Corporations  
Initial Filing - For Profit  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

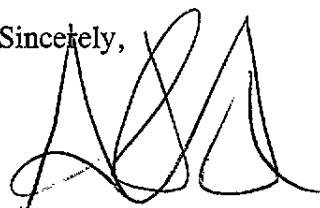
900004465459--9  
-07/10/01--01008--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

I am enclosing proposed Articles of Incorporation for filing. Please find our check in the amount of \$70.00 to cover the following items:

Filing Fee .....	\$35.00
Registered Agent Filing Fee .....	\$35.00
Certificate of Status .....	<u>\$8.75</u>
Total .....	\$78.75

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Stephen L. Skipper

SLS/jcs

FILED  
01 JUL -9 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

\*\*\*\*\*

ARTICLES OF INCORPORATION  
OF

*Golden Key of Orlando Realty, Inc.*

FILED  
01 JUL -9 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the state of Florida.

*ARTICLE I - Name*

The name of the corporation is Golden Key of Orlando Realty, Inc.

*ARTICLE II - Principal Office*

The principal office, and mailing address of the corporation is 6750 Forum Drive Suite 314A, Orlando, FL 32821.

*ARTICLE III - Capital Stock*

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having par value of Ten (\$0.10) cents per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

*ARTICLE IV - Preemptive Rights*

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

*ARTICLE V - Initial Registered Office and Agent*

The street address of the initial registered office of this corporation is 6750 Forum Drive Suite 314A, Orlando, FL 32821, and the name of the initial registered agent of this corporation is April Brynn Peer .

*ARTICLE VI - Incorporator*

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

<u>Name</u>	<u>Address</u>
April Brynn Peer	6750 Forum Drive Suite 314A Orlando, FL 32821

*ARTICLE VII - Directors*

The corporation shall initially have Two (2) director. The method of electing (eg., cumulative, non-cumulative), removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors may be increased or decreased from time to time by the By-Laws of the corporation. The names and street addresses of the initial directors who shall hold office until the first annual meeting of the Stockholders of the corporation or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
Jennifer Profenno	6750 Forum Drive Suite 314A Orlando, FL 32821
April Brynn Peer	6750 Forum Drive Suite 314A Orlando, FL 32821

*ARTICLE VIII - General Purpose*

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

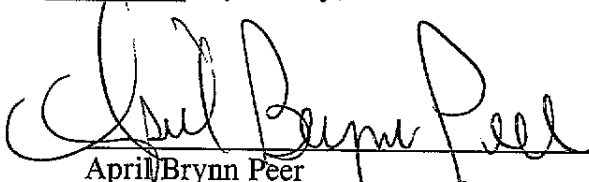
*ARTICLE IX - Term of Existence*

The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

*ARTICLE X - Amendment to Articles*

These Articles of incorporation may be amended in such manner as provided in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 5 day of July, 2001.

  
April Brynn Peer

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, personally appeared April Brynn Peer as Incorporator for Golden Key of Orlando Realty, Inc., this the 5 day of July, 2001, who executed the foregoing Articles of Incorporation before me, who acknowledged before me that (s)he executed the same freely and voluntarily for the purposes therein stated, and [ ] who is personally known to me, or [X] who produced a IN 242-002-75-631-0 as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



Stephen L. Skipper  
MY COMMISSION # CC723360 EXPIRES  
March 27, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

*ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT*

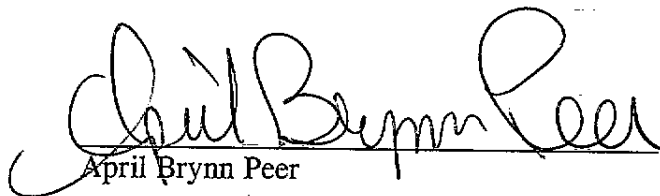
**FILED**  
01 JUL -9 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, April Brynn Peer , certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 6750 Forum Drive Suite 314A, Orlando, FL 32821.

I hereby accept the appointment to serve as the initial registered agent of Golden Key of Orlando Realty, Inc. As registered agent, I agree to accept service of process on behalf of Golden Key of Orlando Realty, Inc.; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Sections 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 5<sup>th</sup> day of July, 2001.

  
April Brynn Peer