

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000004547140--6  
-08/21/01--01045--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Orange Avenue Corporation  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Mallory Walters  
Name (Printed or typed)  
800 N. Magnolia Avenue, Suite 1400  
Address  
Orlando, FL 32803  
City, State & Zip  
(407) 649-8411 Extension 3042  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 AUG 21 PM 2:53

FILED

NOTE: Please provide the original and one copy of the articles.

T. Burch AUG 22 2001

**ARTICLES OF INCORPORATION  
OF  
ORANGE AVENUE CORPORATION**

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01 AUG 21 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE FL 32399

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I  
Name and Principal Office of Corporation**

The name of this Corporation shall be Orange Avenue Corporation. The initial mailing address of the Corporation shall be 800 North Magnolia Avenue, Suite 1400, Orlando, Florida 32803.

**ARTICLE II  
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III  
Stock**

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV  
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

Mallory Walters  
800 N. Magnolia Avenue  
Suite 1400  
Orlando, Florida 32803

**ARTICLE V**  
**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI**  
**Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 800 N. Magnolia Avenue, Suite 1400, Orlando, Florida 32803. The name of the initial Registered Agent of this Corporation at the above address shall be Mallory Walters.

**ARTICLE VII**  
**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws. The name and address of the initial directors of the Corporation are:

Rainer Decker	-	Karl Wiechert Allee 57 Hannover, Germany 30625
Dennis D. Braziel	-	800 N. Magnolia Avenue Suite 1400 Orlando, Florida 32803

**ARTICLE VIII**  
**By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE IX**  
**Financial Information**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 23<sup>rd</sup> day of August, 2001.

By: Mallory Walters  
Mallory Walters

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

Orange Avenue Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 800 N. Magnolia Avenue, Suite 1400, Orlando, Florida 32803, as its initial Registered Office and has named Mallory Walters, located at said address as its initial Registered Agent.

By: Mallory Walters  
Mallory Walters  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.901 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: Mallory Walters  
Mallory Walters  
Registered Agent

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Orange Avenue Corporation

(must include suffix)

2. The name and address of the registered agent and office is:

Mallory Walters

(NAME)

800 N. Magnolia Avenue, Suite 1400

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Orlando, Florida 32803

(CITY/STATE/ZIP)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Mallory Walters

(SIGNATURE)

8/23/01

(DATE)