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Division of Corporations
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From:
Account Name : MAGGIE PAIK
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01 AUG 27 PM 1:08
DIVISION OF CORPORATIONS
STATE OF FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

METROWEST SPIRIT #1, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$87.50 |

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ARTICLES OF INCORPORATION

OF
METROWEST SPIRIT #1, INC.

(a Corporation for Profit)

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I- NAME

The name of the Corporation shall be METROWEST SPIRIT #1, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1000 shares of Capital stock with a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital stock of Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holder(s) of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

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ARTICLE V - ADDRESS

The initial street address in Florida of the initial registered office of the Corporation is 6412 Winder Oaks Blvd, Orlando, FL 32819 and the name of the initial registered agent is YONG H LEE and his signature below connotes acceptance of this designation.

ARTICLE VI - DIRECTORS

The initial Board of Director and Officer shall consist of two members, who need not be a resident of the State of Florida or a Shareholder of the Corporation.

The names and addresses of the person who shall serve as officers until the first annual meeting of shareholders or until their successors have been elected and qualified, are as follows:

| NAME | ADDRESS |
|---|--|
| YONG H LEE Director, President & Secretary | 6412 WINDER OAKS BLVD ORLANDO, FL 32819 |

ARTICLE VII - INCORPORATOR

The name and address of the initial incorporator is as follow:

| NAME | ADDRESS |
|-------------|--|
| YONG H. LEE | 6412 WINDER OAKS BLVD ORLANDO, FL 32819 |

ARTICLE VIII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two thirds vote of the common stock

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ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation of AUGUST 27TH, 2001.

ARTICLE X - ADDRESS OF PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :

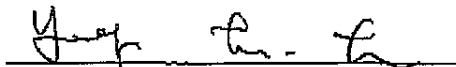
6412 WINDER OAKS BLVD

ORLANDO, FL 32819

ARTICLE XI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his service shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for service concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of August, 2001.


YONG H LEE

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Metrowest Spirit #1, INC.

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

Yong H. Lee
(NAME)

6412 Winder Oaks Blvd
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

ORLANDO, FL 32819
(CITY/STATE/ZIP)

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DIVISION OF CORPORATIONS
STATE OF 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.

Yong H. Lee
(SIGNATURE)

8/27/01
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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