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2001 NOV -7 PM 2:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 348125 5020727

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 78.75

ORDER DATE : November 7, 2001

ORDER TIME : 3:48 PM

ORDER NO. : 348125-005

CUSTOMER NO: 5020727

CUSTOMER: Kurt E. Grosman, Esq
Kurt E. Grosman, Attorney

1308 Lake Willisara Circle

Orlando, FL 32806

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 NOV -7 PM 4:44

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DOMESTIC FILING

NAME: EED OF ORLANDO, INC.

400004671624--3:

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

2589
W01-25741

JP 11/9/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 8, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EED OF ORLANDO, INC.
Ref. Number: W01000025741

RESUBMIT
Please give original
submission date as file date.

We have received your document for EED OF ORLANDO, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 201A00060676

RECEIVED
01 NOV -9 PM 1:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11.16.01

ARTICLES OF INCORPORATION

OF

EED OF ORLANDO, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be EED OF ORLANDO, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually and shall be effective as of November 6, 2001.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors,

at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 122 E. Colonial Drive, Suite 200, Orlando, Florida 32801; the principal place of business and mailing address shall be the same. The name of the initial registered agent of this corporation at that address shall be: Larry T. Ray

ARTICLE VI - INITIAL OFFICERS

The names and street addresses of the initial officers of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Larry T. Ray	122 E. Colonial Drive, Suite 200 Orlando, Florida 32801	President and Chief Executive Officer; and

Carl E. Johns, Jr.	122 E. Colonial Drive Suite 200 Orlando, Florida 32801	Secretary/ Treasurer and Chief Financial Officer.
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ARTICLE VII - INITIAL DIRECTORS

The board of directors of this corporation shall consist of two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and street addresses of the initial directors of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Larry T. Ray	122 E. Colonial Drive, Suite 200 Orlando, Florida 32801; and
Carl E. Johns, Jr.	122 E. Colonial Drive, Suite 200 Orlando, Florida 32801.

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
Larry T. Ray	122 E. Colonial Drive, Suite 200 Orlando, Florida 32801.

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

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

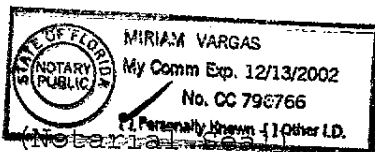
6/2 IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of November, 2001.

[Signature] (SEAL)
Larry T. Ray, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Larry T. Ray, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation.

WITNESS by my hand and official seal in the County and State last aforesaid this 6/2 day of November, 2001.



[Signature]
Notary Public, State of Florida

My Commission Expires: 12/13/2002

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

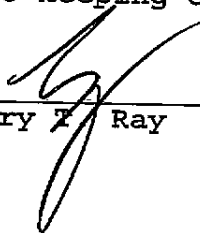
PURSUANT to Chapter 48.091, Florida Statutes, the following is

submitted in compliance with said Act:

THAT, EED OF ORLANDO, 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 City of Orlando, County of Orange,
State of Florida, has named its Registered Agent, Larry T. Ray, of
122 E. Colonial Drive, Suite 200, in the City of Orlando, County of
Orange, State of Florida, to accept service of process within this
State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



Larry T. Ray