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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 756538 149697A

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 2002

ORDER TIME : 10:32 AM

ORDER NO. : 756538-005

CUSTOMER NO: 149697A

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CUSTOMER: Karen M. Brown, Legal Asst
Swann & Hadley, P.a.

Suite 160
1031 West Morse Boulevard
Winter Park, FL 32789

DOMESTIC FILING

NAME: ROCK HANCOCK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

RECEIVED

02 SEP 24 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ROCK HANCOCK, INC.**

02 SEP 24 PM 1:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Rock Hancock, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be 1600 North Orange Avenue, Orlando, Florida 32804.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which the corporation is organized shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated Common Shares with a par value of ten cents (\$.10) per share.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 1031 West Morse Boulevard, Suite 160, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is Swann & Hadley, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be two (2).
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

<u>Name</u>	<u>Address:</u>
Gregg I. Zuckerman	1600 North Orange Avenue Orlando, Florida 32804
Thomas J. McGee	1600 North Orange Avenue Orlando, Florida 32804

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address:</u>
Gregg I. Zuckerman	1600 North Orange Avenue Orlando, Florida 32804

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Park, Florida, this 18 day of September, 2002.

Gregg I. Zuckerman
Gregg I. Zuckerman, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF ORANGE) ss:

The foregoing instrument was acknowledged before me this 18th day of September, 2002, by Gregg I. Zuckerman who is personally known to me or has provided _____ (type of identification) and who did take an oath.



Leona Lessard
NOTARY PUBLIC
Printed Name: LEONA LESSARD

(NOTARIAL SEAL)

My Commission Expires: 5/8/04

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Swann & Hadley, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 the Florida Business Corporation Act.

Swann & Hadley, P.A.

BY: Ralph Vithal
Printed Name: Ralph Vithal
Its: Vice Pres & Sec