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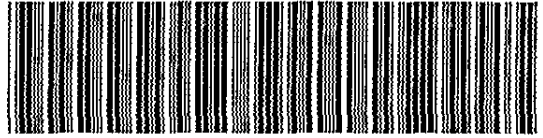
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STATE OF TEXAS
SECRETARY OF STATE
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SHEPHERD, McCABE AND COOLEY
ATTORNEYS AND COUNSELORS AT LAW

JAMES E. SHEPHERD
WILLIAM J. McCABE
R. EDWARD COOLEY

1450 WEST STATE ROAD 434
SUITE 200
LONGWOOD, FLORIDA 32750
TELEPHONE (407) 830-9191
FAX
SHEPHERD (407) 830-9049
COOLEY (407) 830-9049
McCABE (407) 265-0409

January 13, 2003

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

RE: POLHILL PROPERTIES, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced business. Also enclosed is my trust account check in the amount of \$78.75 representing:

Filing Fees (first 8 pages):	\$ 35.00
Registered Agent Designation:	\$ 35.00
Certified copy of Articles:	\$ 8.75

Please return the Certified copy of the Articles of Incorporation to this office at your earliest convenience.

Sincerely yours,



James E. Shepherd

JES/jak

Enclosures

ARTICLES OF INCORPORATION

OF

POLHILL PROPERTIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, do hereby certify that the undersigned is forming a corporate entity by virtue of the Florida Statutes for the transaction of business with and under the following charter:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

The name of the Corporation shall be: POLHILL PROPERTIES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

1. To contract and/or subcontract; to perform labor; to furnish supplies or equipment; to provide services, advice, expertise, training and/or consultation; to manage, operate or run, and to generally provide and/or perform all duties connected with, associated with, or relevant to any legal activity, business or enterprise.

2. To acquire by purchase, subscription, underwriting, lease, gift, devise, or otherwise, and to own, use, hold for investment, or otherwise, sell exchange, lease, mortgage, grant security interests in, work, improve, develop, divide, subdivide, plat and operate real estate of all kinds, improved or unimproved, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter and keep in repair,

dwelling, condominiums, apartment houses, hotels, office buildings, and real and personal property of every kind, nature and description, whether as principal, agent, broker or otherwise, and to lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds, and finally to do anything and everything necessary and proper to extent permitted by law in connection with owning, managing, leasing, operating and improving real property of every kind, character and description.

3. To lease, sell, exchange, mortgage, buy, transfer, hold, own, work, develop, improve, divide, subdivide, pledge, or in any manner whatsoever acquire and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed and including rights, easements, and incorporeal hereditaments appurtenant thereto, and including patents and patent rights, and processions; and while the owner of any property, to exercise all the rights, powers and privileges of ownership to same extent as natural persons might do, including the right to vote the stock of other corporations owned by it, with power to designate some person for the purpose from time to time to the same extent as natural persons might or could do.

4. To engage in the business of manufacturing, buying, selling, leasing and distributing machinery, devices, products, materials and accessories of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, cooperative association, a mutual fire insurance association, a fraternal benefits

society, state fair or exposition.

5. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct any banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, a mutual fire insurance association, cooperative association, a fraternal benefits society, state fair or exposition.

6. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

7. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock thereof, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights,

powers and privileges of ownership, including the right to vote such stock.

9. To own, maintain, use and operate, trucks, automobiles, and other vehicles, for itself and for hire, and in connection therewith to transport from point to point, freight or any articles whatsoever in consideration of the charges to be made therefore, or for itself.

10. To own, maintain, use and operate, tools, plants, equipment, appliances, supplies, fixtures, or other articles or things whatsoever, and to lease, let, hire, buy, sell, trade, exchange and deal with any of the foregoing in any manner whatsoever, for itself, for other, or for hire.

11. To conduct a general brokerage agency and commission business for others in the purchase and sale of personal property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property, or any evidences of value to secure them and to act as agents for letting houses, lands, or personal property, and the collection of rents and the payment of taxes.

12. To maintain and keep storage warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored and deposited with it, and to have and receive all the rights and emoluments thereto belonging.

13. To buy, loan money upon, sell, transfer, assign, discount, borrow money upon and pledge as collateral, and otherwise deal as principal, agent, broker in bills of lading, warehouse receipts, evidences of deposit and storage of personal property, bonds, stocks,

promissory notes, conditional bills of sale, retain title contracts, commercial papers, accounts, invoices, choices in action, interest in estate, contracts, mortgages on real and personal property, pledges of personal property and other evidences of indebtedness of persons, firms, or corporations and to own, hold and convey such real estate and shares of stock in other corporations, domestic and foreign, as may be necessary or expedient in the operation of its business, and to do all things incidental thereto; to buy, sell and deal in all kinds of listed and unlisted bonds and stocks on commission; to act as agent or factor for any person, firm or corporation; but not, however, for the purpose of carrying on the business of banking or any business for the transaction of which a corporation is required under the laws of the State of Florida to qualify as a banking corporation.

14. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to totality, or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges whether in the United States or in any other part of the world, to sell, grant, or let any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same; to register any patent or patents for any invention or inventions, to obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges either in the United States or any other part of the world; to manufacture and produce, trade and

deal in all machinery, plants, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.

15. The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine, and to hold the same in its treasury to be thereafter sold, issued, or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the corporation shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors, or by a majority of the stockholders.

16. To acquire by purchase, subscription, or otherwise, and to hold or dispose of stocks, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company, or association now or hereafter existing, and whether created or under the laws of the State of Florida, or otherwise; and to pay for any of the same in cash, in property of any kind, in service, or by undertaking the whole or any part of the liabilities of the transferor; and to acquire and hold the same for investment; or otherwise to acquire and use, and to sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the

same; and to aid in any manner any corporation, stock company or association whose stock, bonds, or other obligations are held or are in any manner guaranteed by the company, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any such stocks, bonds or other obligation, to exercise all the rights, powers and privileges of ownership thereof, and to exercise all voting power thereon, with power to designate some person for that purpose from time to time to the same extent as a natural person or persons might or could do.

17. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, state, government or colony dependency thereof.

18. To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm or corporation or association; to pay for the said good will, rights, property and assets in cash, in property of any kind, in the stock of this corporation, in bonds, or otherwise, or by undertaking the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in or about the conduct and management of such business.

19. For itself or as agent, broker, or correspondent for others, to negotiate and make loans, unsecured or secured by mortgages, bills of sale, or otherwise, upon personal or real property; and to do all things necessary in the transaction of business as loan correspondent

or mortgage company.

20. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in the lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust, or otherwise.

21. To buy and sell, as broker or agent, or on its own account, all kinds of machinery and electrical and machine supplies.

22. To conduct its business or any part or parts thereof in the United States of America, or any of them, in the territories and the District of Columbia, and in any and all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions without restrictions as to place; and to have one or more offices or agencies and keep such books of the company outside the State of Florida as are not required by law to be kept within the state.

23. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth to

the same extent as a natural person might or could do.

24. None of the objects and powers herein above specified and clauses and paragraphs contained in this Article shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers, clauses or paragraphs of this Article or any other Article in this certificate, but the objects and powers specified in each of the paragraphs and clauses in this Article shall be regarded as independent objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

ARTICLE III

The maximum number of shares of stock which may be issued by this corporation is TEN THOUSAND (10,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

The amount of capital with which the corporation shall commence business is ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The principal office of this corporation shall be located at 4960 Solimartin Drive, Orlando, FL 32837.

ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the by-laws of the corporation. The Board of Directors shall be elected by the stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

ARTICLE VIII

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or any special meeting called for the purpose. The duties of the officers of the corporation shall be prescribed by the by-laws.

ARTICLE IX

The name and address of the Incorporator and the subscriber to the Initial Capital Stock of the corporation, and the number of shares issued are as set forth below. The Incorporator shall assign and transfer this Initial issue of Capital Stock to the corporation subsequent to incorporation and simultaneous with issue of Shares of stock by the

Corporation to the initial shareholders.

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
David N. Polhill	4960 Solimartin Drive Orlando, FL 328037	100	\$100.00 (\$1.00 par value)

ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the by-laws so provide, and hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the by-laws of the corporation, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the by-laws of the corporation shall not prevent and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and also by the by-laws of this corporation consistent therewith.

3. The number of Directors of this corporation shall be fixed from time to time by the by-laws, subject to any limitation thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so

chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The corporation in its by-laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer of the corporation, other than the President, to be a Director or for any officer to be a stockholder.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the by-laws of the corporation and the date of such meeting may be changed from time to time as the by-laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the by-laws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

Each Director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the

performance of his duty as to the matter or matters in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, Director or officer, or are members, stockholders, Directors or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interest, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or are parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director of officer of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may be in any way interested.

END OF ARTICLES OF INCORPORATION

SIGNATURE PAGE FOR ARTICLES OF INCORPORATION

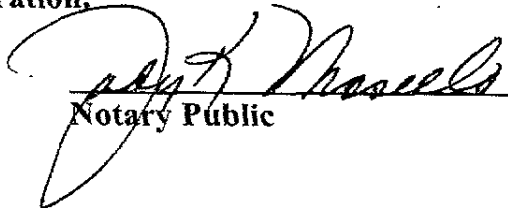
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock of POLHILL PROPERTIES, INC. as herein set forth, does hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct and does hereby agree to take the number of shares of stock herein above set forth, and accordingly has hereunto set his hand and seal in the County of Seminole, this ____ day of January 2003.



David N. Polhill

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

I HEREBY CERTIFY that on this 13 day of January 2003, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared David N. Polhill, who is personally known to me or who has produced a valid drivers li cense as identification and who did take an oath and that he signed the above and foregoing Articles of Incorporation and does acknowledge that he made and subscribed the above and foregoing Articles of Incorporation.



Notary Public

(SEAL)



Judy K. Mosello
MY COMMISSION # CC955764 EXPIRES
August 23, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS, WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

POLHILL PROPERTIES, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 4960 Solimartin Drive, Orlando, FL 32837, has named David N. Polhill, located at 4960 Solimartin Drive, Orlando, FL 32837, as its agent to accept service of process within this State.

I HEREBY AGREE, as Resident Agent, to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



**David N. Polhill
RESIDENT AGENT**

03 JAN 22 PM 3:48

STATE OF FLORIDA
DIVISION OF CORPORATIONS