

PO 3000039505

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

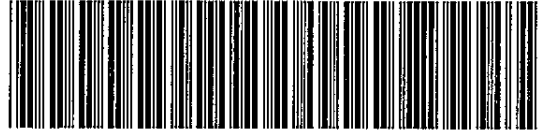
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FLORIDA STATE
CORPORATIONS
MILWAUKEE, WISCONSIN

138
6/1

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Alataya Holdings, Inc

File 1st

Signature _____

Requested by: LW 4/8 11:00
Name Date Time

Walk-In _____ Will Pick Up _____

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

**ARTICLES AND INCORPORATION
OF
ALAFAYA HOLDINGS, INC.**

ARTICLE I – NAME

Name of this Corporation is ALAFAYA HOLDINGS, INC.

ARTICLE II – INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the Corporation is 800 North Highland Avenue, Suite 200, Orlando, Florida 32803.

ARTICLE III – AUTHORIZED SHARES

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock, having a par value of \$.01 per share.

ARTICLE IV – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 28 West Central Boulevard, Suite 401, Orlando, Florida 32801, and the initial registered agent at that address is Warren E. Williams.

ARTICLE V – INCORPORATOR

The name and address of the Incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Warren E. Williams | 28 West Central Boulevard, Suite 401, Orlando, Florida 32801 |

ARTICLE VI – MANAGEMENT

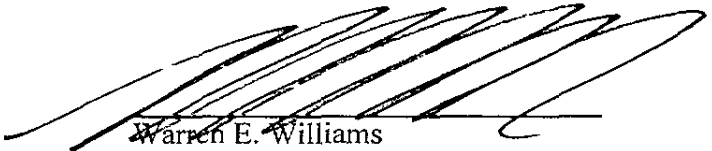
The Corporation shall not have a Board of Directors. The business and affairs of the Corporation shall be managed and regulated by the Corporation's shareholders.

ARTICLE VII – INDEMNIFICATION

Each shareholder (in his or her management capacity) and officer, in consideration for this service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or

expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the Corporation or shareholder of the Corporation who exercised management authority, whether or not wholly owned or by reason of any act or omission to act as such shareholder or officer. The formal right of indemnification shall not be exclusive of any other right to which any shareholder or officer may be entitled as a matter of law. Shareholders acting in their management capacity shall be entitled to any right of indemnification available to directors as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 7 day of April, 2003.


Warren E. Williams
INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida statutes, the undersigned Corporation, organized under the laws under the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the Corporation is Alafaya Holdings, Inc.
2. The name and address of the registered agent is Warren E. Williams, 28 West Central Boulevard, Suite 401, Orlando, Florida 32801.

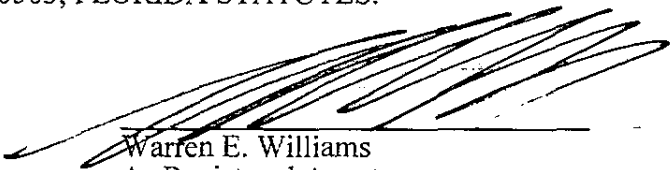
Alafaya Holdings, Inc.

By: 

Warren E. Williams
Incorporator

Dated this 7 day of April, 2003.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS TO THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT, INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Warren E. Williams
As Registered Agent

Dated this 7 day of April, 2003.