



Prentice Hall Legal & Financial Services

ATTN: USA (904) 221-7105 AM 10:30

1201 HAYS STREET, SUITE 105 DIVISION OF CORPORATION
TALLAHASSEE, FL 32301

P95000000973 CHARTER NUMBER

Mission Hills Development Corporation of Florida

FILED
1995 JAN 5 11:11 AM '95

- | | |
|---|--|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Registration <u>300001370793</u> |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration <u>-01/05/95--01012-011</u> |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation <u>****122.50 ****122.50</u> |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Fictitious Business Name | <input checked="" type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 _____ |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 _____ |

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy _____ | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy _____ | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

(X) Walk in () Call if Problem () Will Wait (X) Pick up 1/5 11:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

RECEIVED JAN 5 1995

BRANCH ORDERING: AIB BY: bey

BRANCH RECEIVING: Tally BY: USA

REF/JOB # 170850 095189

CLIENT MATTER # _____

SAME DAY _____ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO _____

DATE SENT: 1/5/95 MAIL _____ FAX _____ FED EXP. _____

FILED: 111

SENT TO: BRANCH CLIENT _____

SPECIAL INSTRUCTIONS: _____

| | |
|-------------------------|---------------|
| CHECK # | _____ |
| ST./CTY/ FEES | <u>122.50</u> |
| CORR. FEE/ SPEC. HANDL. | <u>20.00</u> |
| MESSENGER | _____ |
| COPIES | _____ |
| FAX FEE | _____ |
| OTHER | _____ |
| TOTAL | _____ |

ARTICLES OF INCORPORATION

OF

MISSION HILLS DEVELOPMENT CORPORATION OF FLORIDA

FILED
MAY 5 11:01

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Mission Hills Development Corporation of Florida.

SECOND: The street address and mailing address of the principal office of the corporation is 10726 Santa Rosa Drive, Boca Raton, Florida 33498.

THIRD: The number of shares that the corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of One Cent (\$0.01) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 10726 Santa Rosa Drive, Boca Raton, Florida 33498.

The name of the initial registered agent of the corporation at the said registered office is Nelson C. Keem, Jr.

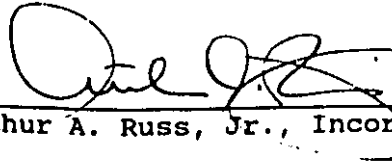
The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Arthur A. Russ, Jr. | Albrecht, Maguire, Heffern & Gregg, P.C. 2100 Main Place Tower Buffalo, New York 14202 |

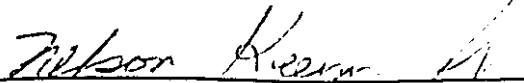
SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.



Arthur A. Russ, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Nelson C. Keem, Jr.

Date: December 22, 1994

1995 JUN 22 11:01

FILED