

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086

P95000018822



MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 555065 4134B

AUTHORIZATION *Patricia Pyzato*
COST LIMIT : \$ 122.50

ORDER DATE : March 8, 1995

ORDER TIME : 9:42 AM

ORDER NO. : 555065

CUSTOMER NO: 4134B

400001424134

CUSTOMER: Ma. Helen Brock Ford
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

FILED
95 MAR -8 PM 12:54
SECRET
TALLAHASSEE FLORIDA

DOMESTIC FILING

P95000018822

NAME: CED, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

Jm
3-8-95
02/A

**ARTICLES OF INCORPORATION
OF
CED, INC.**

FILED
95 MAR -8 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CED, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 2200 Lucien Way, Suite 450, Maitland, Florida 32751. The initial mailing address of the corporation is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.

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 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 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS


The name and street address of the sole member of this corporation's initial Board of Directors is as follows:

Alan H. Ginsburg

2200 Lucien Way, Suite 450
Maitland, Florida 32751

6/16 IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this
day of March, 1995.

B&C Corporate Services of Central Florida,
Inc.

By: 
Randal M. Alligood, its Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

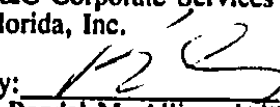
1. The name of the corporation is CED, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.
390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

FILED
95 MAR - 8 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CED, INC.

By: B&C Corporate Services of Central
Florida, Inc.

By: 
Randal M. Alligood, its Vice
President

Title: Incorporator

Dated this 6th day of March, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR 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 RELATIVE 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.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.

By: 
Randal M. Alligood, its Vice President

Dated this 6th day of March, 1995.