

P950000 47740

WARLICK, FASSETT, DIVINE & ANTHONY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

MAIN OFFICE BOX 3387
ORLANDO, FLORIDA 32807-3387

TELEPHONE (407) 875-0800
TELECOPIER (407) 422-8170

ROBERT W. ANTHONY
RUSSELL W. DIVINE
THEODORE D. ESTES
LADD H. FASSETT
JOHN A. TAYLOR
THOMAS H. WARLICK

June 14, 1995

FILED
JUN 16 1995
SECRETARY
TALLAHASSEE
AMERICAN BRAND BUILDING
SUITE 300
14 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
JUN 15 1995
TALLAHASSEE, FLORIDA
*****20.00 *****20.00

Re: CLASHMORE PROPERTIES, INC.

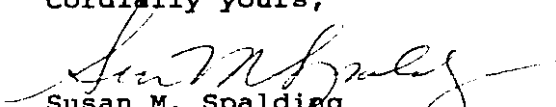
Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation;
2. Our firm check in the amount of \$70.00 representing the filing fee for the Articles (\$35.00); the filing fee for the Designation of Registered Agent (\$35.00).

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

Cordially yours,


Susan M. Spalding
Secretary/Commercial Paralegal
to Thomas H. Warlick, Esquire

/sms

Enclosures

F. CHESSEB JUN 20 1995

ARTICLES OF INCORPORATION
FOR
CLASHMORE PROPERTIES, INC.

FILED
FMS JUN 16 AM 10 38
SECRET
TALLAHASSEE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be CLASHMORE PROPERTIES, INC.

ARTICLE II - NATURE OF BUSINESS

This general nature of the business to be transacted by this corporation is:

- (a) To engage in any activity or business permitted under the laws of the State of Florida and the United States of America; and,
- (b) 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 a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; and,
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose

of real and property property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required; and,

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, 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.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$10.00 per share.

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of the corporation is 345 N. ORANGE AVENUE, ORLANDO, FL 32801. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 345 N. Orange Avenue, Orlando, FL 32801.

The name of the initial registered agent of this corporation at that address shall be JAMES F. CURRAN.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Jim Curran	345 N. Orange Ave. Orlando, FL 32801	D/P/T/S

ARTICLE IX - INCORPORATION

The following is the name and street address of the Incorporator to these Articles of Incorporation:

THOMAS H. WARLICK
2912 Lakeshore Drive
Orlando, FL 32803

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - SUBSCRIBER

The name and the post office address of the subscriber(s) to the Articles of Incorporation, the number of shares of stock which each agrees to take, and the value of the consideration therefor is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>PAR</u>
Thomas H. Warlick	2912 Lakeshore Dr. Orlando, FL 32803	50	\$10.00


ARTICLE XII - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE XIII - BUY-SELL AGREEMENT

The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to purchase his pro-rata share of any stock to be sold by an existing stockholder.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 13th day of June, 1995.


THOMAS H. WARLICK
Incorporator

(SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared THOMAS H. WARLICK to me known or provided personally known as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 13th day of June, 1995.

(SEAL)



WILLIAM M. SPALDING
Notary Public
My commission expires: 9/21/96
Commission No.: 123456789

William M. Spalding
Notary Public
My commission expires:
Commission No.:

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

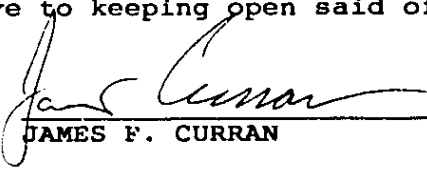
FILED
1995 JUN 16 AM 9:38
TALAHASSEE
SECRETARY OF STATE

PURSUANT to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

THAT, CLASHMORE PROPERTIES, INC., desiring to organize under
the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation in the City of
ORLANDO, County of ORANGE, State of Florida, has named as its
Registered Agent, JAMES F. CURRAN in the City of Orlando, County
of Orange, State of Florida, to accept service of process within
this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity and agree to comply with
the provisions of said Act relative to keeping open said office.

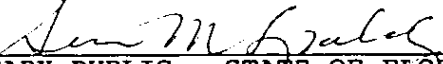

JAMES F. CURRAN

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, this 7th day of June, 1995, personally appeared
JAMES F. CURRAN who is personally known to me or who produced a
Florida Driver's License as identification and who did take an
oath.



SUSAN M. SPALDING
My Comm. Exp. 9/21/96
Bonded By Service Ins.
0225365


NOTARY PUBLIC - STATE OF FLORIDA
My Commission expires: