

CORPORATE ACCESS, INC.  
1116-D THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 222-2666

**995000054013**

OFFICE USE ONLY

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. LVL Leesburg, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*9/13*

**ARTICLES OF INCORPORATION  
OF**

**LVL LEESBURG, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation shall be: LVL LEESBURG, INC. (the "Corporation")

**Article II**

The principal place of business and mailing address of the Corporation shall be:

3397 West Gulf Drive, Suite D  
Sanibel, Florida 33957

**Article III**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, all of which are without par value and are of the same class.

**Article IV**

The name and address of the initial registered agent is:

The Prentice-Hall Corporation System, Inc.  
1201 Hays Street, Suite 105  
Tallahassee, Florida 32301

**Article V**

(a) The Corporation's sole purpose shall be limited to ownership of a general partner interest in Leesburg Vanguard Limited, L.P., a Georgia limited partnership (the "Partnership") and acting as general partner of the Partnership.

(b) The Corporation's ability to incur indebtedness shall be limited to (i) the indebtedness incurred by aforesaid Partnership pursuant to the Loan Commitment dated April 17, 1995 of First Union National Bank of North Carolina, as amended (said indebtedness being referred to as "Rated Obligations"); and (ii) liabilities incurred by the Partnership relating to ownership and operation of the property owned by the Partnership known as Gateway Plaza, Leesburg, Florida.

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(c) The Corporation shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger, asset sale or transfer or ownership interests as long as "Rated Obligations" are outstanding.

(d) The unanimous consent of the directors of the Corporation shall be required to:

1. file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the Corporation or Limited Partnership to do so;
2. to dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the Corporation or cause the Limited Partnership to do any of the foregoing;
3. engage in any other business activity other than as set forth in Article V hereof; and
4. amend these Articles of Incorporation or amend the Limited Partnership Agreement of the Limited Partnership.

(e) So long as the Rated Obligations are outstanding, the Corporation:

- (i) Shall maintain books and records separate from each other person;
- (ii) Shall not commingle assets with those of any other entity;
- (iii) Shall conduct its own business in its own name;
- (iv) Shall maintain separate financial statements;
- (v) Shall pay its own liabilities out of its own funds;
- (vi) Shall observe all corporate formalities;
- (vii) Shall maintain an arms length relationship with any affiliates of the Corporation;
- (viii) Shall pay the salaries of its own employees, if any;
- (ix) Shall not guarantee or become obligated for the debts of any other entity or hold out as being available to satisfy the obligations of others;
- (x) Shall allocate fairly and reasonably any overhead for shared office space;

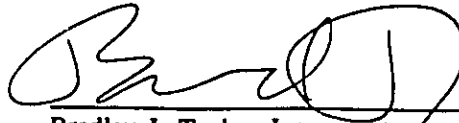
- (xi) Shall use separate stationery, invoices and checks; and
- (xii) Shall not pledge its assets for the benefit of any other entity and the Corporation shall hold itself out to third parties as a separate entity.
- (f) The Corporation's obligation to indemnify its directors and officers shall not constitute a claim against the Corporation as long as any Rated Obligations are outstanding.

#### Article VI

The name and address of the incorporator is as follows:

Bradley J. Taylor  
1409 Peachtree Street, NE  
Atlanta, GA 30309

The undersigned incorporator has executed these Articles of Incorporation this 11th  
day of July, 1995.

  
\_\_\_\_\_  
Bradley J. Taylor, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:

Charles A. Coyle  
Charles A. Coyle, Assistant Secretary

Date: 7-12-95

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