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DIVISION OF CORPORATION

ACCOUNT NO. 4721000000032

REFERENCE # 010522 4312919

AUTHORIZATION #

Patricia Pyzdek

COST LIMIT # \$ 122.50

ORDER DATE # January 25, 1996

ORDER TIME # 11:49 AM

ORDER NO. # 010522

CUSTOMER NO: 4312919

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CUSTOMER: Joan Fisher, Legal Assistant
OKERMAN, SENTERFITT & EIDSON

255 S. Orange Ave. / 17th FL.

Orlando, FL 32801

DOMESTIC FILING

NAME: FLORVEST, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MARIA NEWPORT

EXAMINER'S INITIALS: T. BROWN JAN 26 1996

FILED
96 JAN 25 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORVEST, INC.**

96 FILED
JAN 25 AM 10 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be **FLORVEST, INC.**, and its principal place of business shall be located at 6900 South Orange Blossom Trail, Orlando, Florida 32809.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation by the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statute §607.0833.

(e) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and

produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without this state.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue Ten Thousand (10,000) shares of voting common stock, having a par value of One Dollar (\$1.00) per share.

2. Voting Rights. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the

authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be **CORPORATION SERVICE COMPANY**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of the initial director of this Corporation is:

Bertrand Bouchenot
6900 South Orange Blossom Trail
Orlando, Florida 32809

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Bertrand Bouchenot
6900 South Orange Blossom Trail
Orlando, Florida 32809

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

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

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this ____ day of January, 1996.

 (SEAL)
Bertrand Bouchenot

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

FLORVEST, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 6900 South Orange Blossom Trail, Orlando, Florida 32809, has named and designated: **CORPORATION SERVICE COMPANY**, with its registered office located at: 1201 Hays Street, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **FLORVEST, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this ____ day of January, 1996.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Registered Agent: Gail Shelby, as agent

FILED
96 JAN 25 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000008110

AKERMAN, SENTERFIT & EIDSON, P.A.

ATTORNEYS AT LAW

CITRUS CENTER
888 SOUTH ORANGE AVENUE
POST OFFICE BOX 831
ORLANDO, FLORIDA 32802-0831
(407) 843-7100
TELECOPY (407) 843-8810

December 3, 1996

FILED
96 DEC -9 PM 5:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800002024196--12
-12/10/96--01033--006
*****35.00 *****35.00

Re: Florvest, Inc.

Dear Sir:

Enclosed is a Statement of Change of Registered Office or Registered Agent or Both for the above-referenced entity. Also enclosed is our check in the amount of \$35.00 to cover the filing fee.

Please acknowledge the filing of this Statement of Change and return your acknowledgment to my attention at the above address.

Your attention to this matter is appreciated.

Very truly yours,

Jean M. Fisher
Jean M. Fisher
Corporate Paralegal

jmf

Enclosures

PA chg

12-17

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Florvest, Inc.

1b. Date of incorporation 1/25/96 Document number P96000008310

2. The name and address of the current registered agent and office:


Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32801-2525

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

~~Sophie Bouchenot~~ Minneapolis Consulting Inc
6900 South Orange Blossom Trail #432
Orlando, FL 32809

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
11-20-96
DATE

Bertrand Bouchenot, Director
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 11/20/96

(Registered Agent): Sophie Bouchenot

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314