

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0171 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 835875 6469A

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 70.00

ORDER DATE : February 7, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 835875

500001709295

CUSTOMER NO: 6469A

CUSTOMER: Joseph B. Stanton, Esq
MAGUIRE VOORHIS & WELLS, P.A.

2 South Orange Avenue

Orlando, FL 32801

DOMESTIC FILING

Ivanhoe Holdings

NAME: AZ-REAL ESTATE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LYDIA LOTT

EXAMINER'S INITIALS:

RECEIVED
96 FEB -7 PM 12:12
DIVISION OF CORPORATION

FILED
96 FEB -8 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1196-2876~~
I. BROWN FEB -9 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AZ REAL ESTATE, INC.
Ref. Number: W96000002876

RESUB
2/8

We have received your document for AZ REAL ESTATE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 496A00005504

RECEIVED
96 FEB -8 PM 4:12
CORPORATION

**ARTICLES OF INCORPORATION
OF**

IVANHOE HOLDINGS, INC.

The undersigned Incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

FILED
96 FEB -8 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this corporation is:

IVANHOE HOLDINGS, INC.

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 8803 Vistana Centre Drive, Suite 210, Orlando, Florida 32821.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 8803 Vistana Centre Drive, Suite 210, Orlando, Florida 32821., and the name of the initial registered agent of the corporation at that address is Arthur Zimand.

ARTICLE VII

Number of Directors. This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
Arthur Zimand	8803 Vistana Center Drive Suite 210 Orlando, Florida 32821

ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Arthur Zimand	8803 Vistana Center Drive Suite 210 Orlando, Florida 32821

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE XI

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this __ day of February, 1996, and I accept the duties and responsibilities of Registered Agent for the Corporation as set forth in the Florida Business Corporation Act.



Arthur Zinand
Incorporator and Registered Agent

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