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LAURA A. QUIGLEY

February 16, 1996

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

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-02/20/96--01055--003
****122.50 ****122.50

Re: Rialto Development Corp.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation for the above referenced corporation, along with our check in the amount of \$122.50. Please provide us with a certified copy of the Articles after they have been filed. If you have any questions, please do not hesitate to contact us. Thank you for your cooperation.

Very truly yours,

Jo Dettmore
Jo Dettmore
Legal Assistant

Enclosures

2/20/96

(JD)

ARTICLES OF INCORPORATION

OF

RIALTO DEVELOPMENT CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: RIALTO DEVELOPMENT CORP. The address of the corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Victor Minca
7575 Dr. Phillips Boulevard
Suite 235
Orlando, Florida 32819

Article 7. Incorporators. The name and address of the Incorporator is as follows: Richard D. Stoner, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

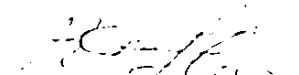
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16th day of February, 1996.


Richard D. Stoner

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16th day of February, 1996 by Richard D. Stoner who is personally known to me and who did take an oath.



Josephine A. Dettmore
Notary Public, State of Florida at Large

NOTARY PUBLIC, STATE OF FLORIDA

My Comm. Expires 02/19/00

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of RIALTO DEVELOPMENT CORP. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 16th day of February, 1996.

FLORIDA CORPORATE SUPPORT, INC.

By: Richard D. Stoner
Vice President