

P96000020005

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1 800-342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: CNE WALK-IN No 52504

96 MAR -5 AM 11:43

ST. CL. Q. Q. FEE! ST. DISBURSED
TALLAHASSEE, FLORIDA

Capital Express™
☒ Art of Inc File
Corp Record Search
Ltd Partnership File
☒ Foreign Corp File
☐ () Cert Copy(s)
Art of Amend File
Dissolution/Withdrawal
C U S
Fictitious Name File
Name Reservation
Annual Report/Reinstatement
Reg Agent Service
Document Filing
Corporate Kit
Vehicle Search
Driving Record
Document Retrieval
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No's. Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep
FAX () pgs

900001732709
03-05-96 11:10 AM
****122.50****122.50

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED

DATE 3/5

TIME 11:30 CK No.

BY 32

WALK-IN
Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts

THANK YOU
from

ARTICLES OF INCORPORATION

OF

CNL WAREHOUSE, INC.

FILED

96 MAR -5 AM 11:13

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, being of legal age 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 and Address

The name of this Corporation shall be CNL WAREHOUSE, INC. and its physical and mailing address shall be 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence corporate existence upon the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purposes and General Powers

The purposes of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV

Capital Stock

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The 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 shares held. Shareholders holding Common Stock shall have no cumulative voting tights in any election of directors of the Corporation.

3. 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 share or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be Robert A. Bourne, 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE VI

Initial Board of Directors

This Corporation shall have two(2) directors initially. The number of directors may be

either increased or diminished from time to time as provided in the Corporation's bylaws. The names and street addresses of the initial directors of this Corporation are:

James M. Seneff, Jr.
400 East South Street, Suite 500
Orlando, Florida 32801

Robert A. Bourne
400 East South Street, Suite 500
Orlando, Florida 32801

Directors may be removed with or without cause.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles as Incorporator is :
Robert A. Bourne, 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE VIII

Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE IX

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

Conflicts of Interest

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the

directors of this Corporation are pecuniarily or otherwise interested in , or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

Limited Liability of Shareholders

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII

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 XIII

Headings and Captions

The headings and captions of these various article 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 being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 1st day of March, 1996.



Robert A. Bourne

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of March, 1996 by ROBERT A. BOURNE, as Incorporator of CNL WAREHOUSE, INC., on behalf of said corporation. He is personally known to me and did not take an oath.



MARY LOU LEGGETT
My Commission CC306669
Expires Aug 08, 1997
Bonded by HAI
800-422-1555

Mary Lou Leggett

Notary Public, State of Florida

Print Name: Mary Lou Leggett

Commission #: CC 306669

My Commission Expires: 8/8/97

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

FILED
96 MAR -5 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CNL WAREHOUSE, INC.

desiring to organize as a corporation under the laws of the State of Florida with its registered office at

400 East South Street, Suite 500, Orlando, Florida 32801

has named and designated

Robert A. Bourne

as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 1st day of March, 1996.



Robert A. Bourne
Registered Agent

• 2029 / POWDER 5 OZ. THOMASVILLE, GA

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CNL WAREHOUSE, INC.

FILED
96 APR 12 11:49
SECRET
TALLAHASSEE

Pursuant to the requirements of Section 607.1006, Florida Statutes, the undersigned do hereby make, swear to, adopt, and file this Certificate of Amendment to the Articles of Incorporation of CNL WAREHOUSE, INC. (the "Company"):

1. The Shareholders and Directors of the Corporation desire to change the Corporation's corporate name, effective April 12, 1996, from CNL WAREHOUSE, INC. to CNL FINANCIAL I, INC. Therefore, Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

ARTICLE I

Name

The name of this Corporation shall be CNL FINANCIAL I, INC. and its physical location and mailing address shall be 400 East South Street, Suite 500, Orlando, Florida 32801.

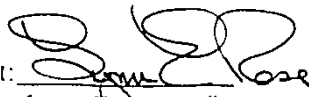
2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by the Corporation's Shareholders and Directors on the 11th day of April, 1996, to be effective April 12, 1996.


IN WITNESS WHEREOF, the undersigned have set their hands and seals this 11th day of April, 1996.

CNL FINANCIAL I, INC.
(f/k/a/ CNL WAREHOUSE, INC.)

Attest:


Lynn B. Rose, Secretary

By:


Robert A. Bourne, President

*** Corporate Seal***

STATE OF FLORIDA)

: ss

COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Robert A. Bourne and Lynn E. Rose President and Secretary, respectively, of CNL FINANCIAL I, INC. (f/k/a CNL WAREHOUSE, INC.) and they acknowledged before me that they executed the foregoing Certificate of Amendment therein set forth with full authority in the premises.

WITNESSETH, my official hand and seal this 11th day of April, 1996.

*** Notary Seal***

Michelle Jane Fortin
Notary Public



MICHELLE JANE FORTIN
My Commission 00441100
Expires Feb 22 1997
Bonded by HA
800 422 1556