

03/05/96 TUE 10:52 AM FAX

H96000020309

3/05/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:52 AM

(((H96000003085))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: LOWNDES, DROSDICK, DOSTER,
KANTOR &

DEPARTMENT OF STATE
STATE OF FLORIDA

215 N EOLA DR

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

ORLANDO FL 32801-

CONTACT: PATTIE M CALLAHAN

FAX: (904) 922-4000

PHONE: (407) 843-4600

FAX: (407) 423-4495

(((H96000003085)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

P.A.

NAME: LNAF, INC.

FAX AUDIT NUMBER: H96000003085

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/05/1996

TIME REQUESTED: 10:52:10

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072720000036

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** ENTER 'M' FOR MENU. **

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96 MAR -5 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
3/5

FLORIDA DIVISION OF CORPORATIONS

96 MAR -5 PM 1:03

RECEIVED

ARTICLES OF INCORPORATION

OF

LNAP, INC.

ARTICLE I - NAME

The name of this corporation is LNAP, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 215 North Eola Drive, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of TEN CENTS (\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Barry L. Goff.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Vivienne Silverton

215 North Eola Drive
Orlando, Florida 32801

This document was prepared by:

Barry L. Goff, Esq.

Florida Bar Number: **658261**

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

FILED
96 MAR -5 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/08/00 TUE 11:54 FAX

0019

H96000003085

Ramesh H. Thakkar

215 North Eola Drive
Orlando, Florida 32801

Jefferson R. Voss

215 North Eola Drive
Orlando, Florida 32801

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Barry L. Goff


215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 5th day of March, 1996.


Barry L. Goff, Incorporator

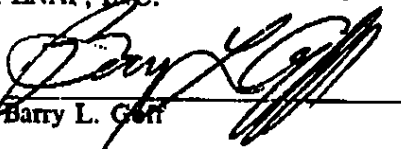
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of LNAP, INC.


Barry L. Goff

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by
virtue of the undersigned acting as Incorporator of LNAP, INC.


Barry L. Goff

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P96000020209

12/31/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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1:50 PM

((H96000019252 2))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000
FROM: LOWMEYER, DROBICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: PATTIE M CALLAHAN
PHONE: (407) 843-4600 FAX #: (407) 423-4495

NAME: LMAP, INC.
AUDIT NUMBER.....H96000019252
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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TALLAHASSEE, FLORIDA

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D. Neger

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96 DEC 31 PM 3:22
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

LAKE NONA RESORT COMPANY, a Florida corporation, P96000020174

INTO

LNAP, INC., a Florida corporation, P96000020209

File date: December 31, 1996

Corporate Specialist: Steven Harris

HB0000018151

ARTICLES OF MERGER
MERGING
LAKE NONA RESORT COMPANY,
A FLORIDA CORPORATION
INTO
LNAP, INC.,
A FLORIDA CORPORATION

FILED
95 DEC 31 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following articles of merger for the purposes of merging the undersigned corporations.

1. The name of the corporations which are parties to the merger are LAKE NONA RESORT COMPANY, (the "Merging Corporation") and LNAP, INC., (the "Surviving Corporation").
2. The name of the Surviving Corporation is LNAP, INC.
3. The Articles of Incorporation of the Surviving Corporation shall be unchanged by the merger and shall be the Articles of Incorporation of the Surviving Corporation.
4. On December 31, 1996, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act. The plan of merger, pursuant to Sections 607.1101 and 607.1105 of the Act, is as follows:
 - (1) On the Effective Time (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation in a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the Surviving Corporation.
 - (2) The terms and conditions of the Merger are as follows:

This document was prepared by:

Matthew R. O'Kane, Esq.

Florida Bar Number: 894516

Lowndes, Droadick, Doster, Kantor & Reed, P.A.,
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

(Rev. 12/31/96 - 12:10 pm)

HB0000018252

(A) The Surviving Corporation shall continue the corporate existence of the Surviving Corporation under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(B) The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(C) The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(D) The directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(3) The manner of converting or exchanging the shares of each of the parties to the Merger shall be as follows:

(A) Each share of the voting common stock of Merging Corporation issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be converted into and become, without action on the part of the holder

thereof, the right to receive one share of the voting common stock of Surviving Corporation.

(B) At and after the Effective Time, each holder of voting common stock of the Merging Corporation, upon presentation and surrender of a certificate or certificates therefore to Surviving Corporation, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's common stock to which he or it is entitled as provided in Section (3)(A) hereof. Until so presented and surrendered in exchange for a certificate representing voting common stock of Surviving Corporation, each certificate which represented issued and outstanding shares of voting common stock of the Merging Corporation as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of voting common stock of the Surviving Corporation into which such shares of voting common stock of the Merging Corporation have been converted pursuant to the Merger. Until surrender of such certificates in exchange for certificates representing voting common stock of the Surviving Corporation, the holder thereof shall not be entitled to vote at any meeting of stockholders of the Surviving Corporation or to receive dividends or other distributions, if any, payable to holders of shares of the voting common stock of Surviving Corporation; provided, however that upon such surrender of such certificates representing voting common stock of Merging Corporation in exchange for certificates representing voting common stock of the Surviving Corporation, there shall be paid to the record holder of the certificate of voting common stock of the Surviving Corporation issued upon such surrender the amount of dividends or other distributions (without interest) which theretofore became payable with respect to the number of shares of voting common stock of the Surviving Corporation represented by the certificate issued upon such surrender.

(4) The Merger shall become effective upon the date and time of the filing of these Articles of Merger in the Office of the Secretary of State of the State of Florida (the "Effective Time").


5. Pursuant to the applicable provisions of the Act, the Board of Directors of the Merging Corporation and the sole shareholder thereof adopted a Plan of Merger on December 31, 1996, and the Board of Directors of

Surviving Corporation and the sole shareholder thereof adopted a Plan of Merger on December 31, 1996.

6. Pursuant to the Plans of Merger, on the date these Articles are filed in the Office of the Secretary of State of the State of Florida, the effective date of the merger, all issued and outstanding shares of the Merging Corporation, shall be surrendered by the sole shareholder thereof to the Surviving Corporation and cancelled.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be signed IN their corporate names by their respective officers, duly authorized this 31st day of December, 1996.

LAKE NONA RESORT COMPANY, a
Florida Corporation

By: 
JEFFERSON R. VOSS,
Its Secretary
"MERGING CORPORATION"

LNAP, INC., a Florida
Corporation

By: 
JEFFERSON R. VOSS,
Its Treasurer
"SURVIVING CORPORATION"

304865

08/28/97 THU 10:10 AM

P96000020209

8/28/97

FLORIDA DIVISION OF CORPORATIONS
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2:58 PM

(((H97000014274 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDBS, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KYLE I. WHITE
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: LNAP, INC.
AUDIT NUMBER.....H97000014274
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$96.25

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** ENTER 'M' FOR MENU. **

CLIENT: 69062
Lake Nona Golf & Country Club, Inc.

MATTER: 48073
ATTY: 181

FILED
97 AUG 29 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 AUG 28 PM 3:29
DIVISION OF CORPORATIONS

None
Change
8/29/97
DL

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF LNAP, INC.

H97000014274

FILED
97 AUG 29 AM 10:15
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, LNAP, INC. adopts the following Articles of Amendment to its Articles of Incorporation:

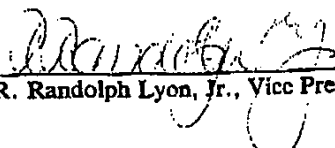
1. The name of the corporation is LNAP, INC.
2. The original Articles of Incorporation for the corporation were filed on March 5, 1996 and assigned Charter No. P96000020209.
3. By written consent to action executed on August 27, 1997 the sole Shareholder and all of the Directors of the Corporation have authorized and directed that the Articles of Incorporation be amended to change the name of the Corporation to "LAKE NONA GOLF & COUNTRY CLUB, INC." The amendment was approved by the sole Shareholder of the single class of stock of the corporation.
4. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I - NAME

The name of this corporation is LAKE NONA GOLF & COUNTRY CLUB, INC.

IN WITNESS WHEREOF, the Vice President of the corporation has executed these Articles of Amendment this 27th day of August, 1997 on behalf of the Corporation.

LAKE NONA GOLF & COUNTRY
CLUB, INC.

By: 
R. Randolph Lyon, Jr., Vice President

This document was prepared by:

BARRY L. GORE, ESQUIRE

Florida Bar Number: 0658261
Lowndes, Drossick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

P96000020209

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKE NONA GOLF & COUNTRY CLUB, INC., a Delaware Corporation

INTO

LAKE NONA GOLF & COUNTRY CLUB, INC., a Florida corporation,
P96000020209

File date: September 18, 1997

Corporate Specialist: Teresa Brown

Account number: 072720000036

Account charged: 37.50

09/18/97 11:46 PM FAX

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96000020209

09/18/97

FLORIDA DIVISION OF CORPORATIONS
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((1197000015525 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: LAKE NONA GOLF & COUNTRY CLUB, INC.

AUDIT NUMBER.....H97000015525

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS...0

PAGES..... 2

CERT. COPIES.....1

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** ENTER 'M' FOR MENU. **

CLIENT: 069062
LAKE NONA GOLF & COUNTRY CLUB, INC.

MATTER: 48073
ATTY: 181

SPECIAL INSTRUCTIONS:

PLEASE NOTE THAT THE EFFECTIVE DATE OF THIS MERGER IS
SEPTEMBER 18, 1997 @ 12:00 a.m.

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97 SEP 18 PM 3:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Plan +
Articles
or in
same

See 9/19

merger

FILED
97 SEP 18 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000015525

CERTIFICATE OF MERGER
MERGING
LAKE NONA GOLF & COUNTRY CLUB, INC., A DELAWARE CORPORATION
INTO
LAKE NONA GOLF & COUNTRY CLUB, INC., A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("Act") and Section 252 of the General Corporation Law of the State of Delaware ("General Corporation Law"), the undersigned have duly executed this Certificate of Merger and state as follows:

1. Lake Nona Golf & Country Club, Inc., a Delaware corporation ("LNGCC-DE"), shall be merged with and into Lake Nona Golf & Country Club, Inc., a Florida corporation ("LNGCC-FL"), in accordance with that certain Agreement and Plan of Merger between LNGCC-DE and LNGCC-FL dated as of the 17th day of September, 1997 (the "Plan of Merger"), a copy of which is on file at the principal place of business of LNGCC-FL, 9801 Lake Nona Road, Orlando, Florida 32801. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to the sole Shareholder of LNGCC-DE.
2. Upon the Merger, the surviving corporation shall be LNGCC-FL, and the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
3. The Plan of Merger is that the 1,000 issued and outstanding shares of common stock of LNGCC-DE shall be surrendered and canceled upon the effective date of the Merger, for which no payment is necessary.
4. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law as set forth in paragraphs 5 and 6 below.
5. The Boards of Directors of LNGCC-DE and LNGCC-FL approved and adopted the Plan of Merger by Written Consents to Action dated as of the 17th day of September, 1997.
6. The sole Shareholder of LNGCC-DE approved the Plan of Merger by Written Consent to Action, executed in accordance with Section 228 of the General Corporation Law, and dated as of the 17th day of September, 1997. A vote of the shareholders of LNGCC-FL approving the Plan of Merger is not required under Section 607.1103(7) of the Act.

This document was prepared by:

BARRY L. GOFF, ESQUIRE

Florida Bar Number: 658261
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

H97000015525

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7. LNCCC-FL survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 9801 Lake Nona Road, Orlando, Florida 32827 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.
8. The merger shall be effective on September 18, 1997 at 12:00 am.

IN WITNESS WHEREOF, LNCCC-DE and LNCCC-FL have each caused these Articles of Merger to be signed by its Vice President as of the 17th day of September, 1997.

LAKE NONA GOLF & COUNTRY CLUB,
INC., a Delaware corporation

By: 

Jefferson R. Voss, Vice President

LAKE NONA GOLF & COUNTRY CLUB,
INC., a Florida corporation

By: 

Jefferson R. Voss, Vice President