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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: LOWNDES, DROSDICK, DOSTER,
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DEPARTMENT OF STATE 215 N EOLA DR
STATE OF FLORIDA

409 EAST GAINES STREET ORLANDO FL 32801- 1-
TALLAHASSEE, FL 32399 CONTACT: PATTIE M CALLAHAN

FAX: (904) 922-4000 PHONE: (407) 843-4600

FAX: (407) 423-4495

((H96000003490))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR
P.A.

NAME: PHILLIPS LANDING REALTY ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000003490 CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/12/1996 TIME REQUESTED: 14:39:53

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PHILLIPS LANDING REALTY ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PHILLIPS LANDING REALTY ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 5401 Kirkman Road, Suite 525, Orlando, Florida 32819.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ONE AND NO/100 DOLLAR (\$1.00) 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 Aaron J. Gorovitz

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 name and address of the initial director are as follows:

Tom Leightsey

5401 Kirkman Road, Suite 525
Orlando, Florida 32819

This document was prepared by:

Aaron J. Gorovitz, Esq.

Florida Bar Number: 378100

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

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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ARTICLE VI - INCORPORATOR

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

Aaron J. Gorovitz

215 North Eola Drive
Orlando, Florida 32819

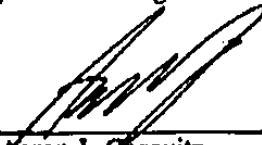
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of March, 1996.



Aaron J. Gorovitz, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PHILLIPS LANDING REALTY ASSOCIATES, INC.



Aaron J. Gorovitz

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 PHILLIPS LANDING REALTY ASSOCIATES, INC.



Aaron J. Gorovitz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**LOWNDES
DROSDICK
DOSTER
KANTOR &
REED, P.A.**

Attorneys at Law

Ernest R. Hendrick
(1916-1982)
James Dillea
Matt L. Deal
William A. Beckett
William R. Bird, Jr.
Matthew H. Brenner
Dale A. Burkel
Charles C. Carrington
W. Michael Clifford
W. Terry Condo
Janet M. Courtney
William L. Doster
William T. Dymond, Jr.
Richard J. Eides

Julia L. Frey
Louis Frey, Jr.
Barry L. Goff
Aaron J. Gorovitz
Linda C. Harkin
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Robert J. Higgins
Ewan A. Johnson
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Christopher P. Tevlin
James S. Tuccano
John T. Wetsch, Jr.
Karen A. Williams

CH Counsel
Michael V. Liberty
Teresa B. Piner

April 10, 1996

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

900001782039
-04/16/96--01061-013
*****35.00 *****35.00

Re: Phillips Landing Realty Associates, Inc.
Document Number P96000022607

Dear Madam or Sir:

Enclosed herewith for filing with the Florida Department of State on behalf of the above-referenced corporation is a Statement of Change of Registered Office and Registered Agent along with a check from this law firm in the amount of \$35.00 for the filing fee. Please acknowledge receipt of filing this document to the undersigned at the below address as soon as possible.

Let me know if you have any questions concerning the above.

Very truly yours,

Pattie M. Callahan

Pattie M. Callahan
Legal Assistant to
Aaron J. Gorovitz

c: Mr. Anil Deshpande (w/encl.)
38182/47454

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N. HENDRICKS ADD 1 0 1004

215 NORTH EOLA DRIVE • POST OFFICE BOX 2809 • ORLANDO, FLORIDA 32802
TELEPHONE 407-843-4600 • FAX 407-423-4495

A MEMBER OF COMMERCIAL LAW AFFILIATES, A WORLDWIDE ORGANIZATION OF INDEPENDENT LAW FIRMS.

*RA
Change*

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 section 607.0502 or 607.1508, Florida Statutes, the under-
signed 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.

1. The name of the corporation is: PHILLIPS LANDING REALTY ASSOCIATES, INC.

1a. Date of Incorporation 3/12/96 Document number P96000022607

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

Aaron J. Gorovitz

215 North Eola Drive, Orlando, FL 32801

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

Anil Deshpande

5401 Kirkman Rd., Ste. 535, Orlando, FL 32819

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

John T. Lightsey, Jr. President

DATE

3/12/96

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 COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT

SIGNATURE

Anil Deshpande

(Registered Agent)

DATE

3/12/96

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