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VICTOR E. WOODMAN

REPLY TO:
Winter Park

April 9, 1996

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

000001776670
-04/11/96--01053--001
***\$122.50 ***\$122.50

Enclosed please find the following documents pursuant to the incorporation of MacDouglas Development Co.:

1. The executed Articles of Incorporation;
2. A copy of the executed Articles of Incorporation to be certified and returned; and
3. A check in the amount of \$122.50 to cover the filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,


Victor E. Woodman

VEW:mdf
Enclosures

APR 11 6 1996

BSB

FILED
95 APR 11 PM 12:07
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MACDOUGLAS DEVELOPMENT CO.

FILED

96 APR 11 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

MACDOUGLAS DEVELOPMENT CO.

ARTICLE II - 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 III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address and mailing address of the initial corporate office of this Corporation is 135 W. Central Blvd., Suite 1250, Orlando, Florida 32801. The street address of the initial registered office is 250 Park Avenue South, 5th Floor, Winter Park 32789 and the name of the initial registered agent at that address is Victor E. Woodman.

ARTICLE VI - Incorporator

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

Name

Address

Victor E. Woodman

250 Park Avenue South
5th Floor
Winter Park, Florida 32789

ARTICLE VII - 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 VIII - 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 the holders of 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 to these Articles of Incorporation be made.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1996.


Victor E. Woodman

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of April, 1996, by Victor E. Woodman. He is personally known to me or has produced _____ as identification and (did/did not) take an oath.



Michele A. Giger
NOTARY SIGNATURE

MICHELE A. GIGER
NOTARY NAME PRINTED
Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of MacDouglas Development Co.

Victor E. Woodman
Victor E. Woodman