



Corporate, Securities and Franchise Law

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April 10, 1996

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

Re: First Orlando Capital Corp.

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation for First Orlando Capital Corp.

Please file the Articles of Incorporation upon receipt. We would also appreciate your returning a copy of the file-stamped Articles to us in the self-addressed, stamped, envelope we have provided. Also enclosed is our check in the amount of \$70.00 for the filing fee.

If you have any questions, please call.

Very truly yours,

J. BENNETT GROCOCK, P.A.

By: Jane A. Walker
Jane A. Walker, Paralegal

FILED
96 APR 15 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JW/
Enclosures

forms/corp.sec.state

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ARTICLES OF INCORPORATION
OF
FIRST ORLANDO CAPITAL CORP.

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STATE
OF FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

ARTICLE I
Name of Corporation

The name of the corporation is:

FIRST ORLANDO CAPITAL CORP.

ARTICLE II
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is 126 E. Jefferson Street, Orlando, FL 32801. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	126 E. Jefferson Street Orlando, FL 32801

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII
Initial Board of Directors

The corporation shall have two (2) directors initially. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	126 E. Jefferson Street Orlando, FL 32801
Larry B. Loftis	126 E. Jefferson Street Orlando, FL 32801

ARTICLE IX
Initial Registered Office and
Registered Agent

The initial designation of the registered office of this corporation is 126 E. Jefferson Street, Orlando, FL 32801, and the registered agent at this address is J. Bennett Grocock.

ARTICLE X
Amendments

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 stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 20th day of April, 1996.



J. Bennett Grocock, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

FILED
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STATE
TALLAHASSEE, FLORIDA

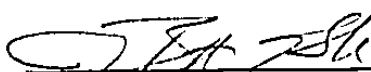
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That FIRST ORLANDO CAPITAL CORP., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 126 E. Jefferson Street, Orlando, FL 32801, County of Orange, State of Florida, has named J. Bennett Grocock, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT:



J. Bennett Grocock