

**CHARLES D. MINER**  
*Attorney at Law*

105 East Robinson Street  
Suite 501  
Orlando, Florida 32801

*Board Certified in Taxation*  
Phone: (407) 240-1000  
Fax: (407) 830-0877

**P96000075439**  
September 6, 1996

Secretary of State  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

800001943410  
-09/10/96--01109--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATTN: Corporate Division

Re: Commercial Investments, Inc.  
Effective Date: September 6, 1996

Dear Sir or Madam:

Enclosed are the original and a photocopy of the Articles of Incorporation for this proposed corporation. Also enclosed is a certificate designating the place of business or domicile for service of process within this State, and naming an agent upon whom process may be served. Please indicate your approval of the Articles of Incorporation and return a copy to me.

My firm's check is enclosed in the total amount of \$70.00 to cover the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 fee for designation of the registered agent.

EFFECTIVE DATE

9-6-96

Sincerely,

*Charles D. Miner*  
Charles D. Miner

CDM/mlo  
Enclosures

cc: James Cunningham (w/encl.)  
Ms. Dawn Marsella (w/encl.)

SEP 11 1996

BSB

96 SEP -9 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF

COMMERCIAL INVESTMENTS, INC.

FILED  
96 SEP -9 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
9-6-96

ARTICLE I - NAME

The name of this corporation is COMMERCIAL INVESTMENTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,  
AND CORPORATE ADDRESS

The street address of the initial registered agent of this corporation shall be:

105 E. Robinson Street, Suite 501  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

CHARLES D. MINER

The street address of the corporate offices shall be:

200 S. Orange Avenue, Suite 1850-A  
Orlando, Florida 32801

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
S.A. Faino	200 S. Orange Avenue Suite 1850-A Orlando, Florida 32801	Chief Executive Officer/Secretary Treasurer/ Director
James Cunningham	200 S. Orange Avenue Suite 1850-A Orlando, Florida 32801	President/ Director
Christian Marsella	200 S. Orange Avenue Suite 1850-A Orlando, Florida 32801	Executive Vice-President

#### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Charles D. Miner	105 E. Robinson Street Suite 501 Orlando, Florida 32801

#### ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury

shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE X - 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.

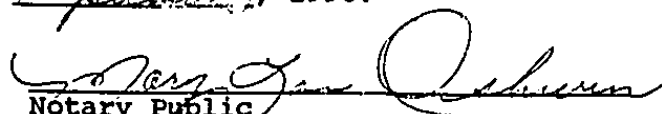
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10<sup>th</sup> day of September, 1996.

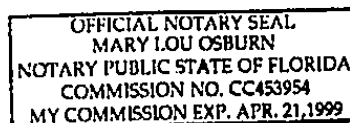
  
CHARLES D. MINER

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

BEFORE ME the undersigned authority, personally appeared CHARLES D. MINER, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me ~~or was identified by me as follows:~~ \_\_\_\_\_.  
He ~~(did)~~ (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 10<sup>th</sup> day of September, 1996.

  
Notary Public  
My Commission Expires:



**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
96 SEP -9 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: COMMERCIAL INVESTMENTS, INC.
2. The name and address of the registered agent and office is:

Charles D. Miner  
105 E. Robinson Street, Suite 501  
Orlando, Florida 32801

Date: Sept 6, 1996

Charles D. Miner  
CHARLES D. MINER, Subscriber

**ACCEPTANCE**

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 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.

Date: Sept 6, 1996

Charles D. Miner  
CHARLES D. MINER