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September 18, 1996

Department Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900001954149
-09/24/96--01027--007
***122.50 ***122.50

Dear Sir/Madam:

Please accept the enclosed Articles of Incorporation for The Veranda Holding Company.
Please contact me by phone or mail at the address listed herein if you need any further
information.

Thank you for your time and considerations in the handling of this matter.

Sincerely,



Stephen E Roberts
RCM Associates, Inc.
Post Office Box 940843
Maitland, FL 32794-0843
407.628.4494

EFFECTIVE DATE
9-19-96

FILED
96 SEP 23 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAL SEP 24 1996

EFFECTIVE DATE
9-19-96

ARTICLES OF INCORPORATION
FOR
The Veranda Holding Company

FILED
96 SEP 23 AM 8:22
CLERK OF CIRCUIT COURT
STATE OF FLORIDA

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, Hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
The Veranda Holding Company

The principal place of business of this corporation shall be:
115 North Summerlin
Orlando, FL 32801

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 100 and these shares shall be shares of Common stock issued with a par value of one dollar (\$1.00) per share.

ARTICLE IV: COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be the date of subscription and acknowledgement of these articles of incorporation.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold the office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DIRECTOR: Steve Norris
530 East Central
Orlando, FL 32801

PRESIDENT: Steve Norris
530 East Central
Orlando, FL 32801

ARTICLE VII: INCORPORATOR(S)

The name(s) and Street address(es) of the Incorporator(s) to these articles of incorporation is(are):

Steve Norris
530 East Central
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation this 19th day of September, 1996.

Steve L. Norris

STATE OF FLORIDA, COUNTY OF ORANGE THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of SEPTEMBER, 1996, by STEVEN L. NORRIS of ORLANDO, FLORIDA.

William Thomas Dyer
Notary Public
My Commission Expires: _____

(Seal)



WILLIAM THOMAS DYER
My Commission CC308300
Expires Oct. 25, 1997
Bonded by HAI
800-422-1556

FILED

96 SEP 23 AM 8:22

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

SECD
TALL

DATE
ORIDA

Pursuant to the provisions of Section 607.325, 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:

The Veranda Holding Company

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

Steve Norris
530 East Central
Orlando, FL 32801

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent:

Steven L. Davis

Date:

9/19/96