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#### Nancy A. Rossman, Attorney At Law

7829 Greenbriar Parkway Orlando, Florida 32819 (407) 354-0055 • FAX (407) 354-0056

#### **VIA AIRBORNE EXPRESS**

October 9, 1996

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 SECRETARY OF STATE OF STATE OF STATE OF CO. PORATIONS 96 OCT 10 AM 9: 53

400001970854 -10/10/96--01075--005 \*\*\*\*122.50 \*\*\*\*\*122.50

Re: Oviedo Plaza, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above referenced corporation. Please file the Articles with the Florida Secretary of State and return the certified copy of said Articles to the undersigned in the envelope provided for your convenience. Also enclosed is our check in the amount of \$122.50 to cover the costs of filing as follows:

\$35.00	Articles of Incorporation Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy of Articles of Incorporation

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Nancy A. Rossman

Enclosures

TOH

## ARTICLES OF INCORPORATION OF

OVIEDO PLAZA, INC.

The undersigned, acting as sole incorporator, desiring to form a Corporation, for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

#### ARTICLE I - NAME OF CORPORATION

The name of the Corporation (the "Corporation") shall be OVIEDO PLAZA, INC.

#### ARTICLE II - TERM OF EXISTENCE

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

#### ARTICLE III - GENERAL PURPOSES

- (1) The general purposes for which the Corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, ware, merchandise, real and personal property and services of every kind, class, and description.
- (2) It is intended that the Corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended; <u>provided, however</u>, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance, association, cooperative association, fraternal benefit society, state fair, or exposition business.

#### <u>ARTICLE IV - CAPITAL STOCK</u>

The maximum number of share of capital stock that the Corporation is authorized to issue and have outstanding is ONE HUNDRED THOUSAND (100,000) shares, which shall be designated as Common Shares with a par value of (\$.01) per share.

### ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The initial street address of the registered office of the Corporation in the State of Florida and the principal place of business for the Corporation is 7829 Greenbriar Parkway, Orlando, Florida, 32819. The name of the initial registered agent of the Corporation at such address is Nancy A. Rossman.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be four (4)
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

Name	Address
Nancy A. Rossman	7829 Greenbriar Parkway, Orlando, II 32819
Gregg Zuckerman	1600 N. Orange Avenue, Orlando, Fl 32804
Thomas McGee	1600 N. Orange Avenue, Orlando, Fl 32804
Ruth J. Rossman	7829 Greenbriar Parkway, Orlando, Fl 32819

#### ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the Corporation is:

<u>Name</u>

<u>Address</u>

Nancy A. Rossman

7829 Greenbriar Parkway, Orlando, Fla. 32819

#### ARTICLE VIII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreased the number of directors of the Corporation.

#### ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3rd day of October, 1996.

STATE OF FLORIDA

SSS:

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this SCI day of October, 1996.

WAREN M. GILMORE

My Commission Expires:

My Commission Expires:

My Commission Expires:

NOTARY PUBLIC

MY Commission Expires PUBLIC

MY Commiss

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned, Nancy A. Rossman, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligation imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

Nancy A. Rossman

#### CERTIFICATE OF THE INCORPORATOR

OF

#### OVIEDO PLAZA, INC.

The undersigned, being the sole incorporator of the above named Corporation, does hereby certify that subscriptions for shares of the Corporation have been received and accepted in an amount at least equal to the aggregate par value of all shares issued in accordance with the foregoing subscriptions.

IN WITNESS WHEREOF, the undersigned has executed this document as of the day of October, 1996.

Nancy A. Rossman