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DIVINE & ESTES

Professional Association
Attorneys at Law
P.O. Box 3629
Orlando, Florida 32802-3629
Telephone (407) 426-9500
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Russell W. Divine
Theodore D. Estes

28 West Central Blvd.
Suite 260
Orlando, Florida 32801

October 1, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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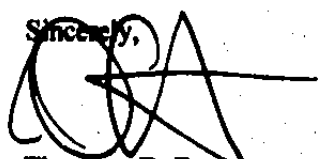
Re: Duke Development Company

Dear Madam/Sir:

Enclosed is the original and one copy of the Articles of Incorporation pertaining to Duke Development Company, a for profit corporation. Also enclosed is a check in the amount of \$122.50 representing your service fee for filing the Articles.

Thank you for your assistance. If you require further information, please do not hesitate to contact me.

615.611.
w96-21345

Sincerely,

Theodore D. Estes

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 17 PM 12:25

TDE/mcp
Enclosures

9/10/96

DIVINE & ESTES

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 17 PM 12:25

Russell W. Divine
Theodore D. Estes

28 West Central Blvd.
Suite 260
Orlando, Florida 32801

October 14, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

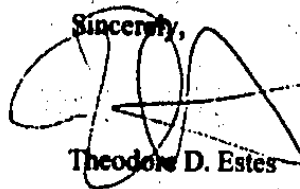
Re: Duke Development Company

Dear Madam/Sir:

Pursuant to your letter of October 9, 1996 (copy enclosed), enclosed please find the original Acceptance by Registered Agent regarding the above corporation.

Thank you for your assistance. If you require further information, please do not hesitate to contact me.

Sincerely,

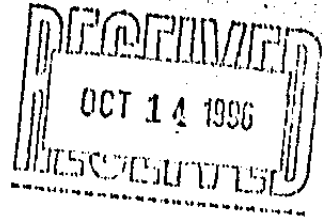


Theodore D. Estes

TDE/mcp
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



October 9, 1996

DIVINE & ESTES, P.A.
ATTN: THEODORE D. ESTES
POST OFFICE BOX 3629
ORLANDO, FL 32802-3629

SUBJECT: DUKE DEVELOPMENT COMPANY
Ref. Number: W9600021345

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 17 PM 12:25

We have received your document for **DUKE DEVELOPMENT COMPANY** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00046021

**ARTICLES OF INCORPORATION
OF
DUKE DEVELOPMENT COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 17 PM 12:25

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be DUKE DEVELOPMENT COMPANY.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 28 w. Central Blvd., Suite 260, Orlando, FL 32801.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so

to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the director shall be the sole judge of the value of any property, right or thing acquired in exchange for capital stock, and his judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 28 W. Central Blvd., Suite 260, Orlando, FL 32801.

The name of the initial registered agent of this corporation at that address shall be Theodore D. Estes, Esq.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the members of the Board of Directors and Officers, to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Saad M. Kurdi	28 W. Central Blvd. Suite 260 Orlando, FL 32801	President, Secretary, Treasurer

ARTICLE VIII - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE IX - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation: Theodore D. Estes, Esq., 28 W. Central Blvd., Suite 260, Orlando, FL 32801.

ARTICLE X - BY-LAWS


The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of

this corporation shall be proscribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of October, 1996.



THEODORE D. ESTES, ESQ. (SEAL)
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared THEODORE D. ESTES, to me known or provided _____ as identification, to be the person described as the incorporator in and who executed

the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of October, 1996.

(SEAL)

Maria C. Peterson
Notary Public
Print Name: Maria C. Peterson
My commission expires:
Commission No.:



Maria C. Peterson
MY COMMISSION # 000704 EXPIRES
December 4, 1999
CHECKED THEM THEY PAY INSURANCE, INC.

