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-10/29/96--01079--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

October 25, 1996

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: Incorporation of Altamonte Springs Development Corporation

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$70 in connection with the above corporation for the following:

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b>\$70.00</b>

I am also enclosing the original of the Articles of Incorporation and the Acceptance of Designation as Registered Agent.

Your assistance in this matter is appreciated.

Sincerely,

*W. Scott Gabrielson*

W. Scott Gabrielson

WSG/jmc  
Enclosures

BH  
10/29/96

ARTICLES OF INCORPORATION  
OF  
ALTAMONTE SPRINGS DEVELOPMENT CORPORATION

**FILED**  
96 OCT 28 PM 11:40  
SECRETARY OF STATE  
FLORIDA

ARTICLE I

The name of this Corporation is ALTAMONTE SPRINGS DEVELOPMENT CORPORATION.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 7,500 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is Suite 212, 6727 Mission Club Boulevard, Orlando, Florida 32821. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Two Landmark Center, Suite 600, Orlando, Florida, and the name of the Corporation's initial registered agent to receive service of process is W. Scott Gabrielson.

#### ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the original Director are:

<u>Name</u>	<u>Address</u>
Ricky Lyons	Oakshore Developments Arizona, Inc. 7520 North Sycaton Road Scottsdale, Arizona 85258

#### ARTICLE VI

The name and address of the subscriber is W. Scott Gabrielson.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: October 25, 1996.

  
W. Scott Gabrielson

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on October 25, 1996,  
by W. Scott Gabrielson, as Subscriber of ALTAMONTE SPRINGS DEVELOPMENT  
CORPORATION, a Florida corporation, on behalf of the corporation. He is personally known  
to me did take an oath.

Janis M. Casoria



JANIS M. CASORIA  
MY COMMISSION # CC366361 EXPIRES  
May 13, 1998  
BONDED TRIPLE T RAY INSURANCE, INC

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED


FILED  
OCT 28 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ALTAMONTE SPRINGS DEVELOPMENT CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Suite 212, 6727 Mission Club Boulevard, Orlando, Orange County, State of Florida, has named W. Scott Gabrielson as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.

  
W. SCOTT GABRIELSON  
(Registered Agent)