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TELEX96 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: CLASSIC PROPERTIES OF CENTRAL FLORIDA, INC. AUDIT
NUMBER.....H96000017277 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6 CERT. COPIES.....0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLASSIC PROPERTIES OF CENTRAL FLORIDA, INC.**

THE UNDERSIGNED, FOR THE PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I
NAME**

THE NAME OF THE CORPORATION IS:
CLASSIC PROPERTIES OF CENTRAL FLORIDA, INC.

**ARTICLE II
DURATION**

THIS CORPORATION SHALL COMMENCE EXISTENCE ON DATE OF FILING THESE ARTICLES WITH THE SECRETARY OF STATE OFFICE. THE TERM OF EXISTENCE SHALL BE PERPETUAL.

**ARTICLE III
PURPOSE**

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

A. TO ACQUIRE, SELL, LEASE, DEVELOP, IMPROVE, MORTGAGE, MANAGE AND OPERATE REAL PROPERTY AND ANY PROPERTY OWNED BY THE CORPORATION.

B. TO TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT

C. TO DO ALL AND EVERYTHING NECESSARY AND PROPER TO ACCOMPLISH ALL PURPOSES OF THE CORPORATION NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THE CORPORATION.

D. THE FOREGOING PARAGRAPHS OF THIS ARTICLE SHALL NOT BE CONSTRUED TO LIMIT OR RESTRICT IN ANY MANNER THE PURPOSES OF THIS CORPORATION OTHERWISE PERMITTED BY LAW.

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TALLAHASSEE, FLORIDA

PREPARED BY
KARL A. BURGUNDER, P.A.
1757 W. BROADWAY, #4
OVIEDO, FL. 32765
407-366-3555
BAR # 980935

E. NOTWITHSTANDING ANYTHING IN THIS ARTICLE TO THE CONTRARY, THE CORPORATION MAY, AT ANY TIME, DIVEST ITSELF OF ANY OR ALL OF ITS REAL ESTATE HOLDINGS, IF ANY.

**ARTICLE IV
CAPITAL STOCK**

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 6000 SHARES, ALL OF WHICH SHALL BE COMMON SHARES WITH PAR VALUE OF \$1.00 PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE MAJORITY VOTE OF THE SHAREHOLDERS.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

EACH SHAREHOLDER OF ANY CLASS OF STOCK OF THIS CORPORATION SHALL BE ENTITLED TO FULL PREEMPTIVE RIGHTS TO PURCHASE HIS PRO RATA SHARE OF ANY UNISSUED OR TREASURY SHARES OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, AND SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES OF ANY SUCH UNISSUED OR TREASURY SHARES AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS (WITHOUT THE ISSUANCE OF FRACTIONAL SHARES.)

**ARTICLE VI
RESTRICTION OF TRANSFER OF STOCK**

THE SALE OF SHARES OF CAPITAL STOCK OF THE CORPORATION ARE SUBJECT TO THE RESTRICTIONS IMPOSED BY THE INITIAL SUBSCRIBERS TO THE CORPORATION'S CAPITAL STOCK. A COPY OF THE SHAREHOLDERS' AGREEMENT MAY BE OBTAINED FROM THE SECRETARY OF THE CORPORATION.

**ARTICLE VII
REGISTERED OFFICE**

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1757 W. BROADWAY, SUITE 4, OVIEDO, FLORIDA, 32765; AND THE NAME OF THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:
CELITA B. DAVIS.

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**ARTICLE VIII
INITIAL STOCK SUBSCRIPTIONS**

THE INITIAL SUBSCRIBERS TO THE SHARES OF STOCK OF THIS CORPORATION AND THE NUMBER OF SHARES TO WHICH EACH HAS SUBSCRIBED ARE AS FOLLOWS:

| | |
|-------------------|-------------|
| ALAN D. DAVIS | 1000 SHARES |
| DOUGLAS P. SEWARD | 1000 SHARES |

EXCEPT AS OTHERWISE PROVIDED BY LAW OR IN THE BY-LAWS OF THE CORPORATION, THE ENTIRE VOTING POWER FOR ALL PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING COMMON SHARES.

**ARTICLE IX
MANAGEMENT**

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE SHAREHOLDERS OF THE CORPORATION RATHER THAN BY A BOARD OF DIRECTORS OR OFFICERS. A SEPARATE SHAREHOLDERS AGREEMENT HAS BEEN ENTERED INTO BY THE SHAREHOLDERS IDENTIFIED IN PARAGRAPH VIII ABOVE PURSUANT TO FLORIDA STATUTES 607.0732.

**ARTICLE X
INCORPORATION**

THE NAMES AND ADDRESSES OF THE INCORPORATORS ARE:

ALAN D. DAVIS
1043 WHISPERING COVE
CASSELBERRY, FLORIDA 32707

DOUGLAS P. SEWARD
3809 HERITAGE OAKS COURT
OVIEDO, FLORIDA 32765

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**ARTICLE XI
OFFICERS**

THE SHAREHOLDERS, SUBJECT TO THE SHAREHOLDERS' AGREEMENT IDENTIFIED IN ARTICLE VI, MAY PROVIDE FOR THE ELECTION OR APPOINTMENT AND PRESCRIBE THE DUTIES OF ALL OFFICERS AND AGENTS OF THE CORPORATION AS THE SHAREHOLDERS MAY DEEM DESIRABLE AND PROPER, AND MAY TAKE SUCH ACTION NOT INCONSISTENT WITH THE ARTICLES OF INCORPORATION AND THE BYLAWS OF THE CORPORATION AND THE LAWS OF THE STATE OF FLORIDA AS SUCH SHAREHOLDERS MAY DEEM ADVISABLE FOR THE CONDUCT AND OPERATION OF THE BUSINESS OF THE CORPORATION. THE FOLLOWING PERSONS SHALL BE OFFICERS OF THIS CORPORATION UNTIL DECEMBER 31, 1997:

| | |
|-------------------|-----------|
| DOUGLAS P. SEWARD | PRESIDENT |
| ALAN D. DAVIS | TREASURER |
| CELITA B. DAVIS | SECRETARY |

**ARTICLE XII
BYLAWS**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE SHAREHOLDERS.

**ARTICLE XIII
MEETINGS**

MEETINGS OF SHAREHOLDERS AND DIRECTORS, INCLUDING THE TIME, PLACE AND MANNER OF CALLING SUCH MEETINGS, SHALL BE FIXED BY THE BYLAWS OF THE CORPORATION, BUT AT A MINIMUM, ONE MEETING OF THE SHAREHOLDERS SHALL BE HELD EACH FISCAL YEAR.

**ARTICLE XIV
AMENDMENTS**

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO BUT ONLY BY THE VOTE OF A MAJORITY OF THE SHAREHOLDERS.

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**ARTICLE XII
PRINCIPAL OFFICE ADDRESS**

THE MAILING ADDRESS OF THE PRINCIPAL OFFICE IS:

1757 W. BROADWAY, SUITE 4
OVIDO, FLORIDA 32765

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE
EXECUTED THESE ARTICLES OF INCORPORATION THIS DAY OF
19

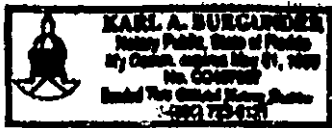
Alan D. Davis
ALAN D. DAVIS

Douglas P. Seward
DOUGLAS P. SEWARD

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, AN OFFICER DULY
QUALIFIED TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED ALAN D.
DAVIS AND DOUGLAS P. SEWARD, BOTH PERSONALLY KNOWN BY ME AND WHO
EXECUTED THE FOREGOING AND ACKNOWLEDGED BEFORE ME THAT THEY BOTH
EXECUTED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST
AFORESAID THIS 5th DAY OF *December*, 1996



Karl A. Burgunder
NOTARY PUBLIC
MY COMMISSION EXPIRES: 5/1/97

ACCEPTANCE

I AGREE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS: TO KEEP AN OFFICE OPEN DURING PRESCRIBED HOURS; TO POST MY NAME (AND ANY OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME CONSPICUOUS PLACE IN OFFICE AS REQUIRED BY LAW.

Celita B. Davis

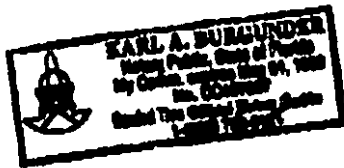
CELITA B. DAVIS

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96 DEC 10 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, AN OFFICER DULY QUALIFIED TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED CELITA B. DAVIS TO ME KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 5th DAY OF *December*, 1996



Karl A. Bubander

NOTARY PUBLIC
MY COMMISSION EXPIRES: *5/1/99*