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ACCOUNT NO. : 072100000032

REFERENCE : 227419 4323852

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 20, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 227419-005

EFFECTIVE DATE  
1-17-97

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant  
DEAN MEAD EGERTON BLOODWORTH  
CAPOUANO & BOZARTH, P.A.  
Suite 1500  
800 North Magnolia Avenue  
Orlando, FL 32803

FILED  
97 JAN 21 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

000002068290--2  
-01/24/97--01076--031  
\*\*\*\*131.25 \*\*\*\*131.25

NAME: NEWPORT PARTNERS XXXII, INC.

FILE FIRST

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

KR  
1-22-97

RECEIVED  
97 JAN 21 AM 8:25  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
NEWPORT PARTNERS XXXII, INC.

EFFECTIVE DATE  
1-17-97

97 JAN 21 AM 8:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Newport Partners XXXII, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 300 International Parkway, Suite 270, Heathrow, Florida 32746, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of Ten Cents (\$.10) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent

of this Corporation at that address is Alan H. Daniels. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Alan H. Daniels	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Peter S. Cahall	300 International Parkway Suite 270 Heathrow, Florida 32746
James M. Campisi	300 International Parkway Suite 270 Heathrow, Florida 32746

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

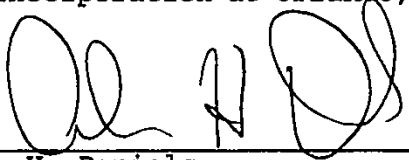
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

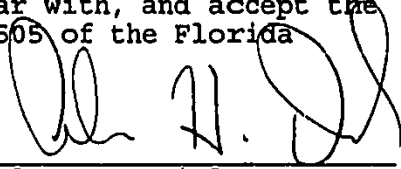
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 17th day of January, 1997.

  
\_\_\_\_\_  
Alan H. Daniels

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
\_\_\_\_\_  
Alan H. Daniels

Date: January 17th, 1997

FILED  
97 JAN 21 AM 8 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA