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WRITER'S DIRECT NUMBER:
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REPLY TO
Orlando

January 23, 1997

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Knightsbridge Development Corporation
R96000005295

100002068371--9
-01/24/97--01106--003
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation to be filed with your office. Also enclosed please find a copy of such articles to be certified and returned and a check for \$122.50 to cover the required fees.

Please note that the name of the corporation has been reserved as of November 6, 1996 per the confirmation letter also enclosed.

Should you have any questions, please do not hesitate to call me.

Sincerely,

M. Deborah Fricke
M. Deborah Fricke
Corporate Legal Assistant

FILED
97 JAN 24 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

:mdf
enclosures



WINDERWEEDLE
HAINES WARD
& WOODMAN, P.A.

1931

65
ANNIVERSARY



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

CSC NETWORKS

The name **KNIGHTSBRIDGE DEVELOPMENT CORPORATION** has been reserved for 120 days beginning November 6, 1996. The reservation number is R96000005295 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 596A00050959

**ARTICLES OF INCORPORATION
OF
KNIGHTSBRIDGE DEVELOPMENT CORPORATION**

97 JAN 24 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

KNIGHTSBRIDGE DEVELOPMENT CORPORATION

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be January 24, 1997, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent**

The street address and mailing address of the initial corporate office and initial registered office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the name of the initial registered agent of this Corporation at that address is Dykes C. Everett.

ARTICLE VI - Directors

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

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
William W. Fagan	400 W. Morse Blvd., Suite 110 Winter Park, FL 32789
Dykes C. Everett	250 Park Avenue South, 5th Floor Winter Park, FL 32789

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

Name

Address

Dykes C. Everett

250 Park Avenue, 5th Floor
Winter Park, Florida 32789

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

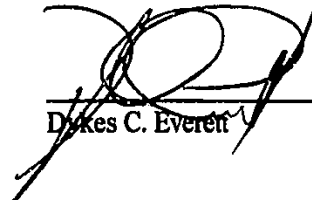
ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI - Preemptive Rights

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of January, 1997.



Dykes C. Everett

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of January, 1997, by Dykes C. Everett who [] is personally known to me or [] has produced _____ as identification and [~~did~~/did not] take an oath.



NOTARY SIGNATURE

Mary Deborah Fricke

NOTARY NAME PRINTED
Notary Public
My Commission Expires: 5/6/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of KNIGHTSBRIDGE DEVELOPMENT CORPORATION.



Dykes C. Everett

FILED
97 JAN 24 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA