



THE UNITED STATES
CORPORATION
COMPANY

P97000014741

ACCOUNT NO. : 072100000032

REFERENCE : 260743 4381472

AUTHORIZATION :

COST LIMIT :

Patricia Pujols

ORDER DATE : February 14, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 260743-025

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

300002088003--2

DOMESTIC FILING

NAME: CHELSEA COMMONS DEVELOPMENT
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
FILED 96 FEB 14 AM 11:41
97 FEB 14 PM 2:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YR
2-14-97

FILED
97 FEB 14 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHELSEA COMMONS DEVELOPMENT CORP.

ARTICLE I - NAME

The name of this corporation is CHELSEA COMMONS DEVELOPMENT CORP.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 4300 North Miller Road, Suite 202, Scottsdale, Arizona 85251. The initial mailing address of the corporation is 4300 North Miller Road, Suite 202, Scottsdale, Arizona 85251.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the members of this corporation's initial Board of Directors are as follows:

Gary M. Reynolds	4300 North Miller Road
	Suite 202
	Scottsdale, Arizona 85251

ARTICLE VII - INDEMNIFICATION

. Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument as of the 12th day of February, 1997.

INCORPORATOR:

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.

By: 

Randal M. Alligood
Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

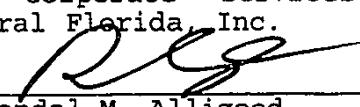
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is CHELSEA COMMONS DEVELOPMENT CORP.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

CHELSEA COMMONS DEVELOPMENT CORP.

By: B&C Corporate Services of
Central Florida, Inc.


By: 
Randal M. Alligood
Vice President

Title: Incorporator

Dated as of the 12th day of February, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.

By: 
Randal M. Alligood
Vice President

Dated as of the 12th day of February, 1997.

FILED
97 FEB 14 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA