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FLORIDA DIVISION OF CORPORATIONS

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NAME: SEDACCA CAPITAL MANAGEMENT, INC.

AUDIT NUMBER.....H97000005146

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

SEDACCA CAPITAL MANAGEMENT, INC.

The undersigned, acting as incorporator of SEDACCA CAPITAL MANAGEMENT, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

SEDACCA CAPITAL MANAGEMENT, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8721 Lake Tibet Court
Orlando, Florida 32836

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

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TALLAHASSEE, FLORIDA

This instrument prepared by:
John R. Darling, Florida Bar No. 933619
Holland & Knight LLP, P.O. Box 1626
Orlando, Florida 32803 407/425-8500

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Lee S. Smith, Holland & Knight LLP, 200 S. Orange Avenue, Orlando, Florida 32801.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Bennet Sedacca

Address8721 Lake Tibet Court
Orlando, Florida 32830

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ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Name

Address

John R. Dierking

200 South Orange Avenue, Suite 2800
Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

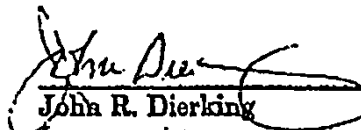
ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a

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shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of March, 1997.



John R. Dierking
Incorporator

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CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That SEDACCA CAPITAL MANAGEMENT, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 8721 Lake Tibet Court, City of Orlando, County of Orange, State of Florida 32836, has named Lee S. Smith, located at Holland & Knight LLP, 200 S. Orange Avenue, City of Orlando, County of Orange, State of Florida 32801, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: March 27, 1997



Lee S. Smith
Registered Agent

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ALLAHUDDIN, FLORIDA