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ACCOUNT NO. : 072100000032

REFERENCE : 325918 81523A

AUTHORIZATION :

COST LIMITED PARTNERSHIP

Patricia Pijet

ORDER DATE : April 10, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 325918-005

100002138911--8

CUSTOMER NO: 81523A

CUSTOMER: Daniel L. Decubellis, Esq
MATHEWS RAILLEY DECUBELLIS &
GOODWIN
Suite 801, Firststate Tower
255 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CENTRE POINT COMMERCE PARK,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

97 APR 10 AM 9:31:10 FILED 19
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

824 APR 10 1997

**ARTICLES OF INCORPORATION
OF
CENTRE POINT COMMERCE PARK, INC.**

FILED
97 APR 10 PM 12:19
TALLAHASSEE FLORIDA

The undersigned incorporator, being ROGER W. KELLOGG, 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:

CENTRE POINT COMMERCE PARK, INC.

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. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III - Capital Stock

A. 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 \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of the filing of these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 112 Hollie Court, Maitland, Florida 32751 and the name of the initial registered agent of this Corporation at that address is Roger W. Kellogg. The corporate principal office and mailing address is 112 Hollie Court, Maitland, Florida 32751.

ARTICLE VI - Directors

This Corporation shall have no Directors because the Board of Directors has been eliminated by agreement in accordance with §607.0732, *Florida Statutes*.

ARTICLE VII - Preemptive Rights

The Shareholders of the Corporation shall have the right to purchase shares of stock in the Corporation which may be issued by the Corporation in the future to maintain their respective ownership percentages in the Corporation's stock. However, these preemptive rights are limited by a Shareholders agreement among all the Shareholders.

ARTICLE VIII - Incorporators

The name and address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Roger W. Kellogg	112 Hollie Court Maitland, Florida 32751

ARTICLE IX - 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 X - 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 XI - 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1997.



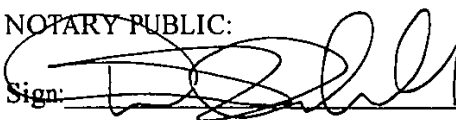
Roger W. Kellogg

STATE OF FLORIDA

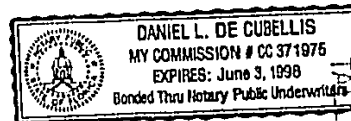
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of April, 1997, by Roger W. Kellogg, who is personally known to me or who produced PERSONALLY KNOWN as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: 

Print: DANIEL L. DE CUBELLIS



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby state that I am familiar with the duties, obligations and responsibilities as a Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered Agent for CENTRE POINT COMMERCE PARK, INC.



Roger W. Kellogg