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CRAIG B. WARD

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

OF COUNSEL
CHARLES D. MINER
BOARD CERTIFIED IN TAXATION

SUITE 501
105 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801

TELEPHONE (407) 839-0222
FAX (407) 839-0577

May 2, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
5-2-97

700002165877--1
-05/05/97--01083--011
***122.50 ***122.50

Re: MetroOne Development Company

Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation for above corporation, together with an additional copy of the Articles which I would appreciate your certifying and returning to me.

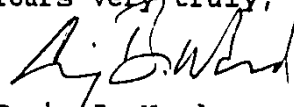
Please note that the effective date of incorporation is May 2, 1997, which is the date of subscription and acknowledgment of the Articles.

This firm's trust check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Certified Copy of	
Corporate Charter	\$52.50
Registered Agent Filing Fee	<u>\$35.00</u>
Total:	\$122.50

Please contact me immediately if anything further is required to complete this filing.

Yours very truly,


Craig B. Ward

CBW/tp
Enclosures

ARTICLES OF INCORPORATION

OF

MetroOne Development Company

EFFECTIVE DATE
5-2-97

FILED
91 MAY -5 PM 11:19
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida:

ARTICLE I
NAME

The name of the corporation is **MetroOne Development Company.**

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation shall be located initially at 427 South New York Avenue, Winter Park, Florida 32789.

ARTICLE III
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV
GENERAL PURPOSE

The purposes for which the corporation has been formed are:

To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 105 E. Robinson Street, Suite 501, Orlando, Florida 32801, and the initial registered agent of the corporation at such address shall be Craig B. Ward.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may thereafter be increased and decreased from time to time in accordance with the Bylaws of the corporation. The name and street address of the director who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Jay Rohr	427 South New York Avenue Winter Park, Florida 32789

ARTICLE VIII
INCORPORATOR

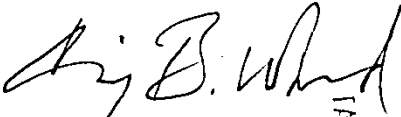
The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Craig B. Ward	105 East Robinson Street, Suite 501 Orlando, Florida 32801

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation this 2nd day of May, 1997.



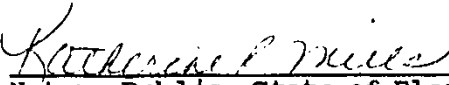
Craig B. Ward, Incorporator [SEAL]

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of May, 1997 by Craig B. Ward who is personally known to me or who has produced _____ as identification.

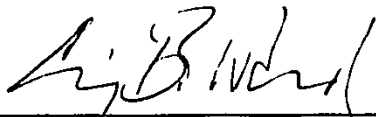


KATHERINE R. MILLS
My Commission CC00000000
Expires Jul. 28, 1998
Bonded by HAI
800-422-1655



Notary Public, State of Florida
Katherine R. Mills

I, Craig B. Ward, do hereby agree to serve as the corporation's registered agent pursuant to Article VI of the foregoing Articles of Incorporation.



CRAIG B. WARD [SEAL]