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5/13/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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CONTACT: KYLE L WHITE  
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: PICERNE GOLD RUSH I ASSOCIATES, INC.

AUDIT NUMBER.....H97000007837

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

CERT. OF STATUS..1 PAGES..... 2

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ARTICLES OF INCORPORATION  
OF  
PICERNE GOLD RUSH I ASSOCIATES, INC.

FILED  
97 MAY 13 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PICERNE GOLD RUSH I ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 247 North Westmonte Drive, Altamonte Springs, Florida 32714.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is W. Terry Costolo, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

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

Robert M. Picerne

247 North Westmonte Drive  
Altamonte Springs, Florida 32714

This document was prepared by:

W. TERRY COSTOLO, ESQUIRE

Florida Bar Number: 0712523  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

W. Terry Costolo

215 North Eola Drive  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 13th day of May, 1997.

  
W. Terry Costolo, Incorporator

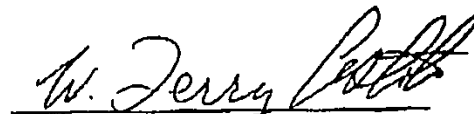
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PICERNE GOLD  
RUSH I ASSOCIATES, INC.

  
W. Terry Costolo

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by  
virtue of the undersigned acting as Incorporator of PICERNE GOLD RUSH I ASSOCIATES,  
INC.

  
W. Terry Costolo

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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