

DRAGE, DE BEAUBIEN, KNIGHT, SIMMONS, ROMANO & NEAL

ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HUGO H. DE BEAUBIEN
DAISY G. CLEMENTS
THOMAS B. DRAGE, JR.
JENNIFER C. FRANK
DALE T. GOBEL
KENNETH P. HAZOURI
KELLY JO HEISER
PATRICK C. HOWELL
BLAIR T. JACKSON
T. KEVIN KNIGHT ¶

* ALSO ADMITTED TO MINNESOTA BAR
† BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY

POST OFFICE BOX 87
1832 NORTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32802-0087
(407) 422-2454
TELEFAX (407) 840-1845

DANIEL F. MANTZARIS
D. JOHN MORRISON, JR. *
THOMAS F. NEAL
JULIE HIONS O'KANE
REBECCA L. PALMER
MATTHEW D. PARDY
ELIZABETH A. LANHAM-PATRIE
YVETTE RODRIGUEZ
MICHAEL A. ROMANO †
DAVID H. SIMMONS ¶ †
JULIE E. WALBROEL

‡ ALSO ADMITTED TO ILLINOIS BAR
¶ BOARD CERTIFIED CIVIL TRIAL ATTORNEY

May 13, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002179694--7
-05/15/97--01044--010
*****70.00 *****70.00

Re: Filing of Articles of Incorporation and Registered Agent

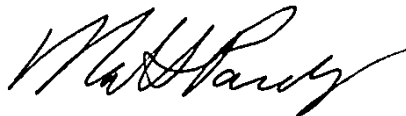
Dear Sir or Madam:

400002179694--7
-05/15/97--01044--011
*****52.50 *****52.50

This letter is written by the attorney for Mr. Joseph House, incorporator for Tall Grass, Inc. Please find enclosed Articles of Incorporation and the naming of a registered agent. I have enclosed the required \$70.00 for the filing of these documents and an additional check for \$52.50 for a certified copy to be kept on file with the Division.

Please forward all materials and information requests regarding this filing to me at the address above. I appreciate your assistance in this matter.

Truly yours,



Matthew D. Pardy

cc: enclosure

cc: checks

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 3:32

D. BROWN MAY 19 1997

ARTICLES OF INCORPORATION
OF

TALL GRASS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 3:32

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of the corporation is: TALL GRASS, INC., 1932 Bobtail Drive, Orlando, Florida 32810.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS

The street address of the initial registered agent of the corporation shall be 332 North Magnolia Avenue, Orlando, Florida 32802, and the name of the initial registered agent of the corporation at that address is Matthew D. Pardy.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

This corporation shall have one (1) Director, initially. The name and street address of the initial member of the Board of Directors is: JOSEPH HOUSE
1932 Bobtail Drive
Orlando, Florida 32810

DONNA TANNER
697 Cricklewood Terrace
Heathrow, Florida 32746

ARTICLE VII
OFFICERS

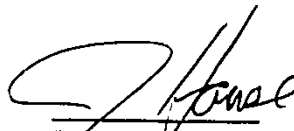
The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: JOSEPH HOUSE
1932 Bobtail Drive
Orlando, Florida 32810

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is JOSEPH HOUSE, 1932 Bobtail Drive, Orlando, Florida 32810..

5 IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the ____ day of May, 1997.


Joseph House

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of May, 1997, by
JOSEPH HOUSE.

Deborah A. Hayden
Notary Public
My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for TALL
GRASS, INC.

Matthew D. Pardy
Matthew D. Pardy
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 3:32