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June 18, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Cypress Froggers, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 to cover the fees for filing the Articles (\$35.00), the certified copy (\$52.50) and the designation of registered agent (\$35.00)

I would appreciate your filing the Articles immediately and forwarding the certified copy to me at the above address.

Thank you for your assistance.

Sincerely,

Linda Smith
Linda Smith
Paralegal

Enclosures

cc: Thomas E. McIntyre
Byrd F. Marshall, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 PM 1:43

97/6/20/97

**ARTICLES OF INCORPORATION
OF
CYPRESS FROGGERS, INC.**

FILED
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DIVISION OF CORPORATIONS
97 JUN 20 PM 1:43

The undersigned, acting as the incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation will be Cypress Froggers, Inc.

ARTICLE II - TERM OF EXISTENCE

This Corporation will exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State for the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation will be located at 115 Marks Street, Orlando, Florida 32803.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which this Corporation is organized will be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 201 East Pine Street, Suite 1200, Orlando, Florida 32802. The Board of Directors may from time to time move the registered office to any other address in Florida.

The name of the initial registered agent of this Corporation at that address is Byrd F. Marshall, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
Byrd F. Marshall, Jr.	201 East Pine Street, Suite 1200 Orlando, Florida 32802

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation will be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but will never be less than one (1).
- C. The name and street address of the initial members of the Board of Directors, who will hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Thomas E. McIntyre	115 Marks Street Orlando, Florida 32803
Larry K. Walker	115 Marks Street Orlando, Florida 32803

ARTICLE IX - INDEMNIFICATION

This Corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 17th day of June, 1997.


Byrd E. Marshall, Jr.

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Byrd E. Marshall, Jr.

Date: June 17, 1997

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