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ACCOUNT NO. : 072100000032

REFERENCE : 446886 9196A

AUTHORIZATION

*Patricia Piquito*

COST LIMIT : \$ 122.50

ORDER DATE : June 30, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 446886-005

300002226.553--9

CUSTOMER NO: 9196A

CUSTOMER: Ms. Clare Phillips  
KATHERINE A. CHRISTY, ESQ

Suite 230  
250 International Parkway  
Heathrow, FL 32746

DOMESTIC FILING

NAME: FLORIDA-CAP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

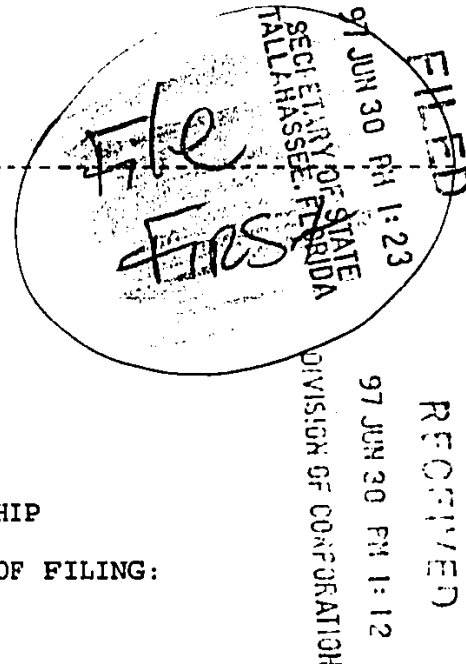
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

*Dmc 6/30/97*



RECEIVED

97 JUN 30 PM 1:12

ARTICLES OF INCORPORATION

OF

FLORIDA-CAP, INC.

FILED  
97 JUN 30 PM 1:23  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is FLORIDA-CAP, INC. The mailing address for the corporation is 250 International Parkway, Suite 226, Heathrow, Florida 32746.

ARTICLE II - DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of capital stock, which shall be designated Common Stock with no par value. The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 250 International Parkway, Suite 226, Heathrow, Florida 32746 and the name of the initial registered agent of this corporation at that address is C. Thomas Selby.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to Bylaws adopted by the shareholders.
- C. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
C. Thomas Selby	250 International Parkway Suite 226 Heathrow, FL 32746

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
C. Thomas Selby	250 International Parkway Suite 226 Heathrow, FL 32746

#### ARTICLE VIII - BYLAWS

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors.

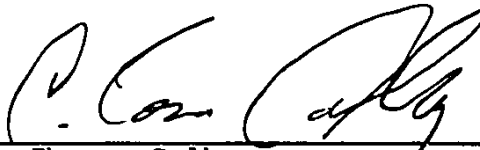
#### ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

#### ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

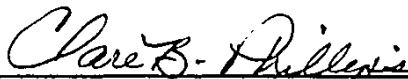
IN WITNESS WHEREOF, the undersigned has executed these Articles  
at Heathrow, Seminole County, Florida, this 27<sup>th</sup> day of June, 1997.

  
C. Thomas Selby

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this  
27<sup>th</sup> day of June, 1997, by C. Thomas Selby.

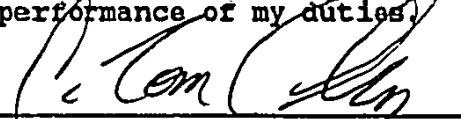
CLARE B. PHILLIPS  
Notary Public, State of Florida  
My Commission Expires Aug. 23, 1997  
Comm. No. CC310293

  
NOTARY PUBLIC  
Print Name: Clare B. Phillips  
My Commission Expires: 8-23-97

FILED  
97 JUN 30 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated  
corporation at the place designated in the Articles of Incorpora-  
tion, I hereby agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

  
C. Thomas Selby  
Registered Agent

cc:\wp51\DATA\cf.ert