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GLENN RASMUSSEN & FOGARTY  
ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300  
P.O. Box 3333 Tampa, Florida 33601-3333  
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July 2, 1997

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

600002230396--4  
-07/03/97--01112--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FREA Orlando, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of FREA Orlando, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered Agent's certificate	<u>35.00</u>
<b>TOTAL</b>	<b><u>\$122.50</u></b>

FILED  
97 JUL -3 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.

  
David S. Felman

DSF/ba  
Enclosures  
cc: Marc DiPiero  
1608-004^C

**ARTICLES OF INCORPORATION  
OF  
FREA ORLANDO, INC.**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of FREA Orlando, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

FREA Orlando, Inc.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal business office and mailing address of the corporation is:

5810-H West Cypress Street  
Tampa, Florida 33607

**ARTICLE III. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The name and street address of the director is:

<u>Name</u>	<u>Address</u>
Brad C. Luger	5810-H West Cypress St. Tampa, FL 33607

**ARTICLE IV. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$0.01 per share.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 5810-H West Cypress Street, Tampa, Florida 33607, and the name of the corporation's initial registered agent at that address is Brad C. Luger.

**ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator is:

David S. Felman  
100 South Ashley Drive, Suite 1300  
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: June 26, 1997



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DAVID S. FELMAN  
as incorporator

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**FREA ORLANDO, INC.**

**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That FREA Orlando, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 5810-H West Cypress, Tampa, Florida 33607, has named Brad C. Luger as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for FREA Orlando, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: JUNE 25, 1997

  
BRAD C. LUGER

1608-004^C 06/12/97 9:44 AM

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SECRET  
TALLAHASSEE FLORIDA