

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS  
ATTORNEYS AT LAW

360 NORTH NEW YORK AVENUE  
POST OFFICE DRAWER 1690  
WINTER PARK, FLORIDA 32790  
TELEPHONE (407) 647-4455  
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J. LINDSAY BUILDER, JR.  
MARK W. CLARK  
SCOTT D. CLARK  
JESSE E. GRAHAM, JR.  
JAMES E. GRAHAM, JR.  
JESSIE H. HARRIS  
FREDERICK W. JONES  
DAVID S. MARKS  
SAMUEL M. NELSON  
JAMES R. PRATT  
GEOFFREY D. WITHERS

JUL 15, 1997

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

100002236311--2  
-07/11/97--01100--016  
\*\*\*\*122.50 \*\*\*\*122.50

Attn: Regina  
Re: Customer #FL0007323012  
Our File: Silvestri/Oak Ridge Development Co.

Dear Regina:

Pursuant to our telephone discussion today, enclosed for filing are the Articles of Incorporation of Oak Ridge Development Co. which should be filed the same day as received. Also enclosed is a photocopy of the Articles that we would like you to have certified the same day as filing, if possible, and Fed Ex'd back to us. Our Customer account should be billed for your services.

Please call me if you have any questions. Thanks for your help.

Very truly yours,

*Martha L. Caskey*

Martha L. Caskey  
Assistant to Jesse E. Graham, Sr., Esq.

JEG:mlc

PS - Please call me to verify that the Articles are filed.

Thanks  
*Martha*

97 JUL 15 PM 12:59  
RECEIVED  
FEDERAL EXPRESS  
TALLAHASSEE, FL  
JUL 15 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

97 JUL 15 PM 1:59

DIVISION OF CORPORATION

July 11, 1997

ATTORNEYS TITLE INSURANCE FUND

WINTER PARK, FL 32790

SUBJECT: OAK RIDGE DEVELOPMENT CO  
Ref. Number: W97000016118

We have received your document for OAK RIDGE DEVELOPMENT CO and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 797A00035863

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS  
ATTORNEYS AT LAW

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J. LINDSAY BUILDER, JR.  
MARY W. CHRISTIAN  
SCOTT D. CLARK  
JESSE E. GRAHAM  
JESSE E. GRAHAM, JR.  
JESSICA K. HEW  
FREDERICK W. JONES  
HOWARD S. MARKS  
SAMUEL M. NELSON  
JAMES R. PRATT  
GEOFFREY D. WITHERS

July 14, 1997

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301  
Attn: Julie or Barbara

*Return to  
P/u ASAP*

Re: Filing Articles of Incorporation  
Customer #FL0007323012  
Our File: Silvestri/Oak Ridge Land Co.  
4145-9

Dear Julie or Barbara:

Pursuant to our telephone discussion today, enclosed for filing are the Articles of Incorporation of Oak Ridge Land Co. Please file these the same day you receive them. Also enclosed is a photocopy of the Articles that we would like you to have certified the same day as filing, if possible, and Fed Ex'd back to us. Our Customer account should be billed for your services.

Please call me to confirm that the Articles have been filed and accepted by the Corporation division. Thanks for your help.

Very truly yours,

*Martha L. Caskey*

Martha L. Caskey  
Assistant to Jesse E. Graham, Sr., Esq.

JEG:mlc  
Enclosures

*P.S. Our check for \$122.50 is enclosed  
for the filing fee.*

ARTICLES OF INCORPORATION  
OF  
OAK RIDGE LAND CO.

FILED  
97 JUL 15 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

The name of the corporation shall be:

OAK RIDGE LAND CO.

ARTICLE II

The general nature of the business to be transacted by this corporation and its powers shall be:

1. To engage in any lawful business as provided for under the laws of the State of Florida.

2. To engage in the business of purchasing or otherwise acquiring in whole or in part letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalties or otherwise, whether in the United States or elsewhere; to sell, let or grant any patent rights, licenses, concessions, inventions, rights, or privileges belonging to this corporation or which it may acquire, or any interest in the same, and generally to deal in any and all such properties; to manufacture, produce and exploit, trade, and deal in all products of any such inventions or rights, and maintain machinery, plants, articles, appliances, and other things in connection therewith.

3. To lease, sell, exchange, mortgage, buy, transfer, hold, own, work, develop, improve, divide, sub-divide, pledge or in any manner whatsoever acquire and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed and including rights, easements, and incorporeal hereditaments appurtenant

corporations owned by it, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

4. To engage in the business of manufacturing, buying, selling, leasing and distributing machinery, devices, products, materials and accessories of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, a mutual fire insurance association, a cooperative association, fraternal benefits society, state fair or exposition.

5. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct any banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, cooperative association, a mutual fire insurance association, a fraternal benefits society, state fair or exposition.

6. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real or personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

7. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock thereof, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to

9. To own, maintain, use and operate, trucks, automobiles and other vehicles, for itself and for hire, and in connection therewith to transport from point to point freight or any articles whatsoever in consideration of the charges to be made therefor, or for itself.

10. To own, maintain, use and operate any tools, plant equipment, appliances, supplies, fixtures, equipment, or other articles or things whatsoever, and to lease, let, hire, buy, sell, trade, exchange, and deal with any of the foregoing in any manner whatsoever, for itself, for others, or for hire.

11. To conduct a general brokerage agency and commission business for others in the purchase and sale of personal property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property, or any evidences of value to secure them and to act as agents for letting houses, lands, or personal property, and the collection of rents and the payments of taxes.

12. To maintain and keep storage warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored and deposited with it, and to have and receive all the rights and emoluments thereto belonging.

13. To buy, loan money upon, sell, transfer, assign, discount, borrow money upon and pledge as collateral, and otherwise deal as principal, agent, or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes, conditional bills of sale, retain title contracts, commercial paper, accounts invoices, chooses in action, interest in estate, contracts, mortgages on real and personal property, pledges of personal property and other evidence of indebtedness of persons, firms or corporations and to own, hold and convey such real estate and share of stock in other corporations, domestic and foreign, as may be necessary or expedient in the operation of its business, and to do all things

business for the transaction of which a corporation is required under the laws of the State of Florida to qualify as a banking corporation.

14. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to totality or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world; to sell, grant or let any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same; to register any patent or patents for any invention or inventions, to obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable to being manufactured, produced, or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.

15. The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine, and to hold the same in its treasury to be thereafter sold, issued, or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the corporation shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors, or by a majority of the stockholders.



the laws of the State of Florida, or otherwise; and to pay for any of the same in cash, in property of any kind, in services, in the stock of this corporation, in bonds, in notes, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to acquire and use, and to sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the same; and to aid in any manner any corporation, stock company, or association whose stock, bonds or other obligations are held or are in any manner guaranteed by the company, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any such stocks, bonds or other obligations, to exercise all the rights, powers, privileges of ownership thereof, and to exercise all voting power thereon, with power to designate some person for that purpose from time to time to the same extent as a natural person or persons might or could do.

17. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, state, government, or colony dependency thereof.

18. To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm or corporation or association; to pay for the said good will, rights, property and assets in cash, in property of any kind, in the stock of this corporation, in bonds, or otherwise, or by undertaking the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all powers necessary or convenient in or about the conduct and management of such business.

19. For itself or as agent, broker, or correspondent for others, to negotiate and make loans, unsecured or secured by mortgages, bills of sale, or otherwise, upon personal or real property; and to do all things necessary in the transaction of business

as loan correspondent or mortgage company.



payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

21. To buy and sell, as broker or agent, or on its own account, all kinds of machinery and electrical and machine supplies.

22. To conduct its business or any part or parts thereof in the United States of America, and in foreign countries or jurisdiction without restriction as to place; and to have one or more offices or agencies and keep such books of the company outside of the State of Florida as are not required by law to be kept within this State.

23. To do all and every thing necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth to the same extent as a natural person might or could do.

24. None of the objects and powers hereinabove specified and clauses and paragraphs contained in this Article II, shall in anywise be limited or restricted by reference to or inference from the terms of any other objects, powers, clauses or paragraphs of this Article II or any other Article herein, but the objects and powers specified in each paragraph and clause in this Article II shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

### ARTICLE III

The maximum number of shares of stock which may be issued by this corpora-

#### ARTICLE IV

The holders of common shares shall be entitled to purchase ratably according to their respective holdings any common shares (voting or nonvoting) of the corporation issued or sold for cash, and any purchase warrants or other option rights which may be issued giving the right to purchase such common shares for cash, but in either such case only at such prices and during such period or periods and upon such terms as may be determined from time to time by the Board of Directors.

#### ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE VI

The street address of the principal office of this corporation shall be:

3312 Olde Wharf Run, Winter Park, FL 32792

#### ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

#### ARTICLE VIII

The name and street address of the first Board of Directors of this corporation who shall hold office until his successors are elected and qualified shall be:

##### NAME

##### ADDRESS

Gulio Trulli

3312 Olde Wharf Run, Winter Park, FL 32792

#### ARTICLE IX

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the

corporation at any regular meeting or at any special meeting called for that purpose.

The duties of the officers of the corporation shall be prescribed by the By-Laws.

#### ARTICLE X

The amount of the capital with which this corporation shall begin business is a minimum of Fifty Dollars (\$50.00).

#### ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

3. The number of Directors of this corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall

5. It shall not be necessary for any officer to be a stockholder of the corporation.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Article III shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

#### ARTICLE XII

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

#### ARTICLE XIII

No contract or other transaction between the corporation and any other firm or

jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

**ARTICLE XIV**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent shall be Jesse E. Graham and the registered office address the above named registered agent shall occupy is located at 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.


**ARTICLE XV**

The date of corporate existence shall be the date of acknowledgment of these Articles provided the same is filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

**ARTICLE XVI**

The name and street address of the incorporator of these Articles of Incorporation is Jesse E. Graham, Esq., 369 N. New York Avenue, Third Floor, Winter Park, Florida, 32789.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14<sup>th</sup> day of July, 1997.



STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Jesse E. Graham, to me well known and known to me to be the person described as the incorporator in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that he made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid  
this 14<sup>th</sup> day of July, 1999.

  
NOTARY PUBLIC

My commission expires:  
\_\_\_\_\_



Ginger L. Hodges  
MY COMMISSION # 00570009 EXPIRES  
August 18, 2000  
BONDED THRU TROY PAW INSURANCE, INC.

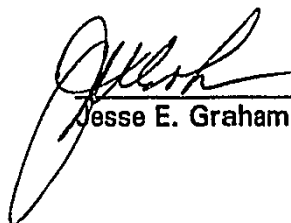
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said act:

FIRST, that OAK RIDGE LAND CO., desiring to organize under the laws of the  
State of Florida, with its principal office, as indicated in the Articles of Incorporation,  
at 3312 Olde Wharf Run, Winter Park, FL 32792, has named Jesse E. Graham, located  
at 369 North New York Avenue, Third Floor, City of Winter Park, County of Orange,  
State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated  
corporation, at place designated in this Certificate, I hereby accept to act in this  
capacity, and agree to comply with the provision of said Act relative to keeping open  
said office.

DATED: 7/14/97

  
\_\_\_\_\_  
Jesse E. Graham

F:\USER\MARTHA\SILVESTRO\OAKRIDGE\ARTICLES.INC

FILE  
97 JUL 15 PM  
SECRETARY OF S  
TALLAHASSEE FL