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FLORIDA DIVISION OF CORPORATIONS  
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FROM: SALLEY, FEINBERG & HAMES, P.A.  
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NAME: AMDEV PROPERTIES II, INC.

AUDIT NUMBER.....H97000011989

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

July 23, 1997

GALLEY, FEINBERG & HAMES, P.A.

SUBJECT: AMDEV PROPERTIES II, INC.  
REF: W97000016979

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMDEV PROPERTIES II, INC.

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be AMDEV PROPERTIES II, INC. and the business address and location of the corporation shall be 237 Ernestine Street, Orlando, Florida 32801.

ARTICLE II

CORPORATE DURATION

This corporation shall commence to exist upon the filing of these Articles of Incorporation. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Prepared by: Stephen D. Feinberg, Esq.  
Salley, Feinberg, Hames & Hintze, P.A.  
PO Box 3829, Orlando, FL 32802  
(407) 426-2360  
Florida Bar # 218375

Fax Audit #H97000011989

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 237 Ernestine Street, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is DONALD L. MOORE, JR.

ARTICLE VI

INITIAL DIRECTOR

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial director of this Corporation is DONALD L. MOORE, JR., 237 Ernestine Street, Orlando, Florida 32801

ARTICLE VII

INCORPORATOR

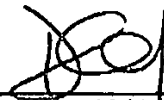
The name and street address of the incorporator to these Articles of Incorporation is as follows: DONALD L. MOORE, JR., 237 Ernestine Street, Orlando, Florida 32801.

**ARTICLE VIII**

**AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 23<sup>rd</sup> day of July, 1997.

  
\_\_\_\_\_  
DONALD L. MOORE, JR.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

AMDEV PROPERTIES II, INC. (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated DONALD L. MOORE, JR. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 237 Ernestine Street, Orlando, Florida 32801.

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**ACKNOWLEDGEMENT**

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Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 23<sup>rd</sup> day of July, 1997.

  
\_\_\_\_\_  
DONALD L. MOORE, JR.

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