



THE UNITED STATES
CORPORATION
COMPANY

P97000070095

ACCOUNT NO. : 072100000032

REFERENCE : 494547 7134281

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 12, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 494547-005

CUSTOMER NO: 7134281

500002265855--8

CUSTOMER: Mr. Jeff Sander
UNIVERSITY OF CENTRAL FLORIDA
SUITE 107
Student Union Pegasus Bldg 52

Orlando, FL 32816

DOMESTIC FILING

NAME: CAMPUS COVE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 AUG 13 AM 11:49
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 13 AM 11:28

131 AUG 13 1997

FILED

97 AUG 13 AM 11:49

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAMPUS COVE INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAMPUS COVE INC.

The address of the principal office of this corporation shall be C/O University Of Central Florida, Student Union Pegasus, Building 52, Suite 107, Orlando, Florida 32816, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sheldon Sander
Dir.


University of Central Florida
Student Union Pegasus
Building 52, Suite 107
Orlando, Florida 32816

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

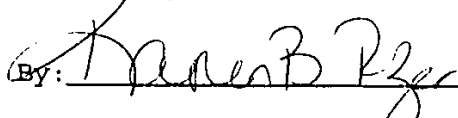
Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on August 13, 1997.


Incorporator
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Authorized Service Representative
Corporation Service Company

FILED
97 AUG 13 AM 11:49
TALLAHASSEE, FLORIDA

JKN/DEBORAH SCHRODER