EDWARD A. KERBEN

CLOSING ASSISTANT Susan K. Sherod Attorney at Law 725 North Magnolia Avenue Orlando, Florida 32803 Telephone (407) 425-1651 Fax (407) 423-8083

PARALEGAL LaVonne T. V. Harmon

P97000074683

August 11, 1997

Secretary of State Division of Corporation P. O. Box 6327 Tallahassee FL 32314

RE: NATIONAL SITES CO.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee \$ 35.00 Certified copy 52.50 Registered Agent Designation 35.00

500002278265--5 -08/27/97--01050--013 ****122.50 ****122.50

TOTAL:

\$122,50

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,

Edward A. Kerber

EAK/Ih

Enclosures

F. CHEDDING AU

AUG 2 8 1997

ARTICLES OF INCORPORATION

OF

NATIONAL SITES CO.

The undersigned incorporator, for the purpose of forming a corporation under Fedida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be NATIONAL SITES CO.

ARTICLE II - NATURE OF BUSINESS

- 1. The general nature of the business of the corporation shall be real estate transactions and any other lawful business.
- 2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

- 1. The principal place of business shall be 1950 LEE ROAD, SUITE 214, WINTER PARK FL 32789.
- 2. The *mailing address* of this corporation shall be 1950 LEE ROAD, SUITE 214, WINTER PARK FL 32789.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is DANIEL J. VIVIAN, 798 LAKE WORTH CIRCLE, HEATHROW FL 32746.

ARTICLE VI — DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The names and addresses of the directors are:

JOHN C. VIVIAN 119 BECKET LANE HEATHROW FL 32746-4351 MARGARET VIVIAN 119 BECKET LANE HEATHROW FL 32746-4351

ARTICLE VII - INCORPORATORS

The name and address of the incorporator is:

JOHN C. VIVIAN 119 BECKET LANE HEATHROW FL 32746-4351

ARTICLE VIII - SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporative convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these Articles of Incorporation this 22 day of AUGUST, 1997.

JOHN C. VIVIAN, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is NATIONAL SITES CO.
- 2. The name and address of the registered agent and office is:

DANIEL J. VIVIAN 798 LAKE WORTH CIRCLE HEATHROW FL 32746

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: Avgust 22, 1997

DANIEL J. VIVÍAN^t Registered Agent