97000083206



ACCOUNT	NO		072100000032
ACCOUNT	MO.	- :	0/2100000032

REFERENCE: 543183

COST LIMIT : \$ 131.25

ORDER DATE: September 25, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 543183-005

200002303452--1

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser

BROAD AND CASSEL

Suite 1100

390 North Orange Avenue

Orlando, FL 32801

DOMESTIC FILING

NAME:

METRO PLACE II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

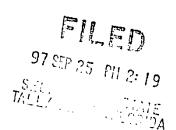
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF METRO PLACE II, INC.



ARTICLE I - NAME

The name of this corporation is METRO PLACE II, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 3200 South Hiawassee Road, Suite 206, Orlando, Florida 32835. The initial mailing address of the corporation is P.O. Box 4961, Orlando, Florida 32802-4961.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>

Address

B&C Corporate Services of Central Florida, Inc.

390 N. Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the members of this corporation's initial Board of Directors are as follows:

Lee Chira

3300 South Hiawassee Road Suite 107 Orlando, Florida 32835 L. Mills Tuttle 3200 South Hiawassee Road

Suite 205

Orlando, Florida 32835

Eugene Joseph McKinney 3200 South Hiawassee Road

Suite 205

Orlando, Florida 32835

Thomas P. Lawler 3200 South Hiawassee Road

Suite 205

Orlando, Florida 32835

David M. Willner 3200 South Hiawassee Road

Suite 205

Orlando, Florida 32835

Eric Peisner 3300 South Hiawassee Road

Suite 107

Orlando, Florida 32835

Steven G. Kropp 3200 South Hiawassee Road

Suite 205

Orlando, Florida 32825

Charles S. Carlton 3300 South Hiawassee Road

Suite 107

Orlando, Florida 32835

ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him/her by reason of his/her 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. 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.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 24th day of September, 1997.

B&C Corporate Services of Central Florida, Inc.

Randal M. Alligood,

Vice President

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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

- 1. The name of the corporation is Metro Place II, Inc.
- The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC. 390 N. Orange Avenue Suite 1100 Orlando, Florida 32801

Metro Place II, Inc.

By: B&C Corporate Services of

Central Florida, Inc.

Randal M. Alligood

Vice President

TI I

(FFF1:11)

Title: Incorporator

Dated this 24th day of September, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of

Central Florida Inc.

Randal M. Alligood,

Vice President

Dated this 24th day of September, 1997.