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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KYLE L WHITE
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: R & J INVESTMENTS OF ORLANDO, INC.

AUDIT NUMBER.....H97000016067

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

CERT. OF STATUS..0 PAGES..... 3

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** ENTER 'M' FOR MENU. **

This document must be filed with an effective date of today, September 26, 1997. Please
call me if you have any questions. Thank you!!!

Client: 14651

CNL Group, Inc. - J & R Investments of Orlando, Inc.

Matter: 54529

Atty: 181

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
R & J INVESTMENTS OF ORLANDO, INC.

ARTICLE I - NAME

The name of this corporation is R & J INVESTMENTS OF ORLANDO, INC.

ARTICLE II - PRINCIPLE OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE III - PURPOSE AND GENERAL POWERS

The purposes of the Corporation shall be to engage in any and all lawful activities permitted under the Florida Business Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE AND NO/00 DOLLAR (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 East South Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Robert A. Bourne.

This document was prepared by/

LORAN A. JOHNSON, ESQUIRE

Florida Bar Number: 339350
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Robert A. Bourne

400 East South Street, Suite 500
Orlando, Florida 32801

James M. Seneff, Jr.

400 East South Street, Suite 500
Orlando, Florida 32801**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles are as follows:

Robert A. Bourne

400 East South Street, Suite 500
Orlando, Florida 32801**ARTICLE VIII - INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by them on behalf of the Corporation except for willful misconduct or gross negligence. The foregoing indemnification shall not limit further indemnification under the Bylaws of the Corporation or by separate agreement.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 26th day of September, 1997.



Robert A. Bourne, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of R & J
INVESTMENTS, INC.



Robert A. Bourne

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