

OCT-10-97

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TO: DIVISION OF CORPORATIONS

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)

ACCT#: 104075003305

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NAME: CDP PROPERTY INVESTMENTS, INC.

AUDIT NUMBER.....H97000016786

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

CERT. OF STATUS...1

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**ARTICLES OF INCORPORATION
OF
CPF PROPERTY INVESTMENTS, INC.**

ARTICLE I

Name

The name of the corporation is CPF Property Investments, Inc., and its principal business address is 8556 Palm Parkway, Orlando, FL 32836.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of one 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 Akerman, Senterfitt & Eidson, P.A., 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is James R. Kay.

James R. Kay, Esquire
Florida Bar No. 288188
Akerman, Senterfitt & Eidson, P.A.
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, FL 33401
(561) 559-6980

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ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

James R. Kay	Akerman, Senterfitt & Eidson, P.A. 777 South Flagler Drive Suite 900 East Tower West Palm Beach, FL 33401
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ARTICLE VII

Directors

The names and addresses of the initial directors of this corporation are:

Hatim Hashwani	8556 Palm Parkway Orlando, FL 32836
Ebrahim Sharif Al-Sayed	8556 Palm Parkway Orlando, FL 32836
Susan I. Clark	8556 Palm Parkway Orlando, FL 32836

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and

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the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

Bylaws


The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of October, 1997.


James R. Kay

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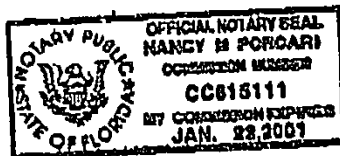
STATE OF FLORIDA

COUNTY OF ~~ORANGE~~ *PALM BEACH*

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James R. Kay, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this *9th* day of October, 1997.

(SEAL)



(Print Name of Notary Public)

Notary Public

Commission Number:

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes

James R. Kay

Date: *October 9, 1997*

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