

P970000-88418



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 562373 7129179

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 13, 1997

ORDER TIME : 9:08 AM

ORDER NO. : 562373-005

CUSTOMER NO: 7129179

CUSTOMER: Janet Young, Asst Secretary
QUEST COMPANY

Suite 200
921 Douglas Avenue
Altamonte Sprin, FL 32714

900002318239--8

-10/13/97--01004--033
****122.50 ****122.50

DOMESTIC FILING

NAME: EEE OF CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

W97-2337

SN OCT 13 1997

FILED
97 OCT 13 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 13 AM 10:22
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham **DIVISION OF CORPORATION**
Secretary of State

RECEIVED

97 OCT 14 AM 8:56

October 13, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date

SUBJECT: EEE OF CENTRAL FLORIDA, INC.
Ref. Number: W97000023317

We have received your document for EEE OF CENTRAL FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 597A00050007

ARTICLES OF INCORPORATION
OF
EEE OF CENTRAL FLORIDA, INC.

FILED
97 OCT 13 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be **EEE of Central Florida, Inc.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To do everything suitable, proper and necessary to engage in the business of maintaining, managing, operating and caring for, as a principal or agent for others, shopping centers and other developed commercial properties of all types and kinds and to do all things necessary or incidental to the conduct of such business.

To buy, sell, exchange, and generally deal in real property, improved and unimproved of every class and description; to sell, buy, mortgage, lease or otherwise acquire or dispose of any real property and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or otherwise acquire for the purpose of holding or

disposing of the same, involving real property of every kind and description; to rent or lease, office buildings, rental apartments, condominium units, or any other improved real property of any kind or nature whatsoever and in connection therewith to enter into contracts with rental or leasing agents.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common

Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of the corporation shall be 921 Douglas Avenue, Suite 200, Altamonte Springs, Florida 32714.

ARTICLE VII

INITIAL DIRECTORS

This corporation shall have not less than one (1) nor more than five (5) directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by

the Stockholders. The name and street address of the Director of this corporation who shall hold office for the first year or until his successors are chosen shall be:

Stephen J. LaFreniere
c/o Quest Company
921 Douglas Avenue, Suite 200
Altamonte Springs, FL 32714

ARTICLE VIII

SUBSCRIBERS

The name and street address of the Subscriber to these Articles of Incorporation are as follows:

Stephen J. LaFreniere
c/o Quest Company
921 Douglas Avenue, Suite 200
Altamonte Springs, FL 32714

ARTICLE IX

REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: Stephen J. LaFreniere, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this state. The registered agent address is 921 Douglas Avenue, Suite 200, Altamonte Springs, Florida 32714.

ARTICLE X

INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred

or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XII

PRE-EMPTIVE RIGHTS

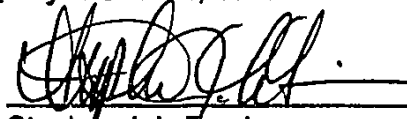
Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 9th day of October, 1997

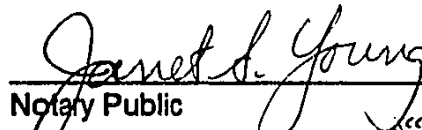


Stephen J. LaFreniere

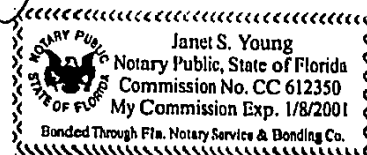
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEPHEN J. LaFRENIERE, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals this 9th day of October, 1997.




Notary Public
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Stephen J. LaFreniere
Registered Agent

FILED
OCT 13 AM 9:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE