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CRAIG B. WARD

PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

OF COUNSEL

CHARLES D. MINER

BOARD CERTIFIED IN TAXATION

SUITE 501

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ORLANDO, FLORIDA 32801

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November 21, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-11/24/97--01033--011
*****70.00 *****70.00

Re: Incorporation of Aspen High Associates, Inc.

Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation for Aspen High Associates, Inc., together with an additional copy of the Articles which I would appreciate your date stamping and returning to me. Please note that the effective date of incorporation is November 21, 1997, which is the date of subscription and acknowledgment of the Articles.

This firm's check in the amount of \$70.00 is enclosed to cover the following costs:

Filing fee	\$35.00
Registered Agent filing fee	<u>\$35.00</u>
Total:	\$70.00

Please contact me immediately if anything further is required to complete this filing.

Yours very truly,


Craig B. Ward

CBW/tb
Enclosures
cc: Jay Rohr

EFFECTIVE DATE

11-21-97

FILED
97 NOV 24 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9711-25-97

EFFECTIVE DATE

11-21-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 24 PM 3:15

FILED

ARTICLES OF INCORPORATION
OF

ASPEN HIGH ASSOCIATES, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida:

ARTICLE I
NAME

The name of the corporation shall be ASPEN HIGH ASSOCIATES, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation shall be located at 427 South New York Street, Winter Park, Florida 32789.

ARTICLE III
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV
GENERAL PURPOSE

The purposes for which the corporation has been formed are:

To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock that the corporation shall be authorized to issue is 7500 shares of common stock having par value of One Dollar (\$1.00) per share. The

consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the 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 1954.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 105 East Robinson Street, Suite 501, Orlando, Florida 32801, and the initial registered agent of the corporation at such address shall be Craig B. Ward, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and street address of the director who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Address</u>
Jay Rohr	427 South New York Street Winter Park, Florida 32789

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Jay Rohr	427 South New York Street Winter Park, Florida 32789

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a


majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation this 21st day of November, 1997.


_____[SEAL]
Jay Rohr, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 21st day of November, 1997 by JAY ROHR, who is personally known to me.




Notary Public, State of Florida



CHARLES D MINER
My Commission CC412387
Expires Nov. 04, 1998
Bonded by NFNU
800-224-6368

I, Craig B. Ward, Esq., do hereby agree to serve as the corporation's registered agent pursuant to Article VI of the foregoing Articles of Incorporation.


_____[SEAL]
Craig B. Ward, Esq.

FILED
97 NOV 24 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-21-97