

PA7000102170



ACCOUNT NO. : 072100000032

REFERENCE : 620375 4381472

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 131.25

ORDER DATE : December 3, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 620375-005

CUSTOMER NO: 4381472

000002361980--1

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: MAGNOLIA POINTE, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

2554-2555
W97-27035

FILED
97 DEC -3 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -3 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mc 12/4/97



RECEIVED

DEC -4 AM 9:33
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

December 3, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: MAGNOLIA POINTE, INC.
Ref. Number: W97000027035

We have received your document for MAGNOLIA POINTE, INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

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

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 697A00057207

ARTICLES OF INCORPORATION
OF
MAGNOLIA POINTE, INC.

FILED

97 DEC -3 AM 10: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MAGNOLIA POINTE, 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>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc.	P.O. Box 4961 Orlando, Florida 32802-4961

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
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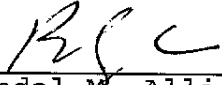
L. Mills Tuttle	3200 South Hiawassee Road Suite 205 Orlando, Florida 32835
Eugene Joseph McKinney	3200 South Hiawassee Road Suite 205 Orlando, Florida 32835
Thomas P. Lawler	3200 South Hiawassee Road Suite 205 Orlando, Florida 32835
David M. Willner	3200 South Hiawassee Road Suite 205 Orlando, Florida 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 1st day of December, 1997.

B&C Corporate Services of
Central Florida, Inc.

By: 
Randal M. Alligood,
Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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 Magnolia Pointe, Inc.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 111
Orlando, Florida 32801

Magnolia Pointe, Inc.

By: B&C Corporate Services of
Central Florida, Inc.

By: 
Randal M. Alligood,
Vice President

Title: Incorporator

Dated this 1st day of December, 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.

By: 
Randal M. Alligood,
Vice President

Dated this 1st day of December, 1997.