

THE UNITED STATES
CORPORATION
COMPANY

98 JAN 13 PM 1:59

ACCOUNT NO. : 07210-00-00032
DIVISION OF CORPORATION

REFERENCE : 666942 4381472

AUTHORIZATION: Patricia Hunt

COST LIMIT : \$ 131.25

ORDER DATE : January 13, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 666942-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

000002398750--B

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 3:13

DOMESTIC FILING

NAME: ERCO DEVELOPMENT, 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: Jeanine Glisar

EXAMINER'S INITIALS:

7/1/80

1/13/98

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
ERCO DEVELOPMENT, INC.

ARTICLE I - NAME

The name of this corporation is ERCO DEVELOPMENT, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 535 Park Avenue, North, Winter Park, Florida 32789.

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 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 North 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 Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of this corporation's initial Board of Directors is as follows:

Udo Garbe

535 Park Avenue, North
Winter Park, FL 32789

Bernhard Garbe

535 Park Avenue, North
Winter Park, FL 32789

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 12th day of January, 1998.

B&C Corporate Services of Central
Florida, Inc.

By: 

Douglas E. Starcher
Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 13 PM 3:13

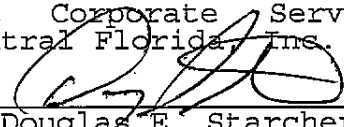
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is ERCO DEVELOPMENT, 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 1100
Orlando, Florida 32801

ERCO DEVELOPMENT, INC.

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

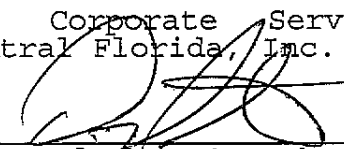
By: 
Douglas E. Starcher
Vice President

Title: Incorporator

Dated this 12th day of January, 1998.

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 ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of
Central Florida, Inc.

By: 
Douglas E. Starcher
Vice President

Dated this 12th day of January, 1998.