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ACCOUNT NO. : 072100000032

REFERENCE : 684332 5674A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : January 27, 1998

ORDER TIME : 1:35 PM

ORDER NO. : 684332-005

300002416663--6

CUSTOMER NO: 5674A

CUSTOMER: Carla Wellborn, Legal Asst  
KIMPTON BURKE & WHITE

Suite 100  
28059 U.S. Highway 19, North  
Clearwater, FL 34621

DOMESTIC FILING

NAME: CARROLLWOOD CREEK ASSOCIATES,  
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
98 JAN 29 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JAN 29 PM 4:18  
DIVISION OF CORPORATION  
Dmc  
1-29-98

FILED

98 JAN 29 AM 10:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARROLLWOOD CREEK ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CARROLLWOOD CREEK ASSOCIATES, INC.

The address of the principal office of this corporation shall be 701 Enterprise Road East, Suite 704, Safety Harbor, Florida 34695, and the mailing address of the corporation shall be same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 28059 U.S. Highway 19 North, Clearwater, Florida 34621, and the name of the initial registered agent of the corporation at that address is Robert C. Burke.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

#### ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

#### ARTICLE VIII. VOTING AGREEMENT - RESTRICTIONS ON VOTING RIGHTS

The voting rights of all shares of the capital stock of the corporation shall be subject to the restrictions set forth in a shareholders' agreement to be executed by all shareholders of the corporation contemporaneously with initial stock issuance, and all persons purchasing shares of stock in the corporation subsequent to the execution of such agreement shall, as a condition precedent to becoming shareholders of the corporation, become parties to such agreement.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 29, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

GLS/sle

**FILED**

98 JAN 29 AM 10:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Carrollwood Creek Associates, Inc.
2. The name and address of the registered agent and office is:

ROBERT C. BURKE, JR.

(Name)

28059 U. S. HIGHWAY 19 NORTH, SUITE 100

(P.O. Box not acceptable)

CLEARWATER, FLORIDA 33761

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(Signature)