THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 747071 7381472 Jatucia Spit

AUTHORIZATION:

COST LIMIT : \$ 122.50

ORDER DATE: March 19, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 747071-005

CUSTOMER NO:

CORPORATION

4381472

CUSTOMER: Ms. Laurie Bergstresser

BROAD AND CASSEL

800002462098--3

Suite 1100

390 North Orange Avenue

Orlando, FL 32801

DOMESTIC FILING

NAME:

CED TROPICAL ISLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

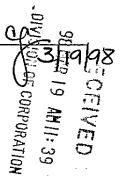
__ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:



CIVISION OF CORPORATIONS

98 MAR 19 PM 2: 11

ARTICLES OF INCORPORATION

OF

CED TROPICAL ISLE, INC.

ARTICLE I - NAME

The name of this corporation is CED TROPICAL ISLE, 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 1551 Sandspur Road, Maitland, Florida 32751.

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:

Name

Address

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:

Jay P. Brock

1551 Sandspur Road Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 18th day of March, 1998.

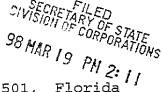
B&C Corporate Services of Central

Florida, \Inc.,

Douglas E. Starcher,

Vice President

Title: Incorporator



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, <u>Florida Statutes</u>, 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 CED TROPICAL ISLE, 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

Dated this 18th day of March, 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.

Douglas E. Starcher,

Vice President

Dated this 18th day of March, 1998.