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LOWNDES DROSDICK

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3/24/98 FLORIDA DIVISION OF CORPORATIONS 2:59 PM
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KAREN L DIDEA
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: PHILLIPS PLACE GP, INC.
AUDIT NUMBER.....H98000005704
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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ATTORNEY: 196

CLIENT: 099994

MATTER: 45102

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
March 24, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 24 1998

H98000005704

ARTICLES OF INCORPORATION
OF
PHILLIPS PLACE GP, INC.

ARTICLE I - NAME

The name of this corporation is PHILLIPS PLACE GP, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and mailing address of the corporation shall be 7575 Dr. Phillips Boulevard, Suite 310, Orlando, Florida 32819.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of TEN CENTS (\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Loran A. Johnson.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

E. Wade Hargadon

7575 Dr. Phillips Blvd., #310
Orlando, Florida 32819

Warren O. Griffin

P.O. Box 865
Oakland, Florida 34760

This document was prepared by:

Loran A. Johnson, Esquire

Florida Bar Number: 0339350

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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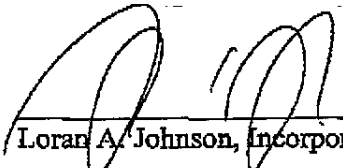
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Loran A. Johnson

215 North Eola Drive
Orlando, Florida 32801

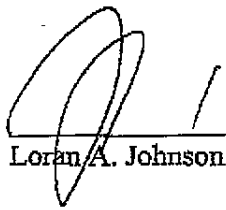
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 24th day of March, 1998.



Loran A. Johnson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

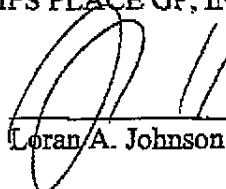
The undersigned hereby accepts the designation as Registered Agent of PHILLIPS PLACE
GP, INC.



Loran A. Johnson

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue
of the undersigned acting as Incorporator of PHILLIPS PLACE GP, INC.



Loran A. Johnson

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