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Paul J. Svejda
3501 West Vine Street
Suite 341
Kissimmee, Florida 34741
407-870-2468

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****122.50 ****122.50

March 31, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

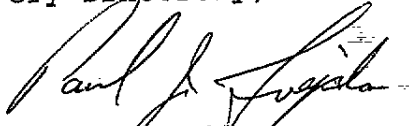
To Whom It May Concern:

Enclosed are two (2) copies of the Articles of Incorporation of "SHOPPER'S WORLD OF ORLANDO, INC." and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, registered agent filing fee, and cost of a certified copy of the articles. Please send a certified copy to me.

Thank you for your prompt attention to this matter. I appreciate your speed in the last ones that I have sent through.

Very Sincerely,



Paul J. Svejda

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 3 1998

Articles of Incorporation of

SHOPPER'S WORLD OF ORLANDO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

- FIRST:** The name of the corporation is SHOPPER'S WORLD OF ORLANDO, INC.
- SECOND:** The period of its duration is Perpetual.
- THIRD:** The purpose(s) for which the corporation is organized are to operate a retail or factory outlet shopping center and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 1,000 of shares of common stock having no par or amount of par value each.
- FIFTH:** The corporation will not commence business until at least one thousand dollars (\$1,000.) have been received by it as consideration for the issuance of shares.
- SIXTH:** Cumulative voting of shares of stock is not authorized.
- SEVENTH:** Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None.
- EIGHTH:** Provisions for the regulation of the internal affairs of the corporation are: governed by the bylaws which shall be adopted by a majority of directors.
- NINTH:** The address of the initial registered office of the corporation is: 3501 West Vine Street, Suite 341, Kissimmee, Florida 34741
and the name of its initial registered agent at such address is Paul J. Svejda
- TENTH:** Address of the principal place of business is 3501 W. Vine St., Suite 341, Kissimmee, FL 34741
- ELEVENTH:** The number of directors constituting the initial board of directors of the corporation is two (2)
and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

Mr. Naushik Hooda

314 Sabal Park Place, Apartment 102
Longwood, Florida 32779

Mr. Paul J. Svejda

280 Seal St., Kissimmee, FL 34743

The name and address of each incorporator is:

Name

Address

Mr. Naushik Hooda

314 Sabal Park Place, Apartment 102
Longwood, Florida 32779

Mr. Paul J. Svejda

280 Seal St., Kissimmee, FL 34743

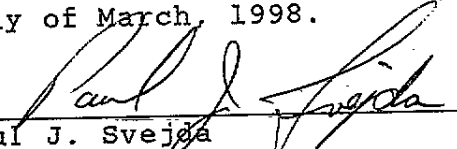
IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this 31st day of March
19 98

Signatures of All Incorporators

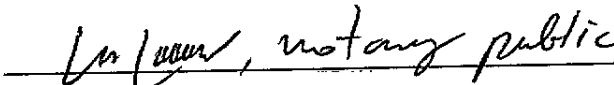
Paul J. Svejda

STATE OF FLORIDA)
) ss.
COUNTY OF OSCEOLA)

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do hereby certify that I am an incorporator of (SHOPPER'S WORLD OF ORLANDO, INC.), and do make, file, and record these articles of incorporation, and do certify that the facts hereinabove are true; and I have accordingly hereunto set my hand this 31st day of March, 1998.

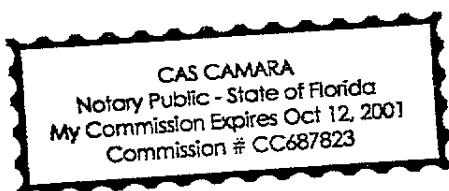

Paul J. Svejda

SUBSCRIBED AND SWORN TO before me this 31st day of March, 1998.



In *law*, notary public

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SHOPPER'S WORLD OF ORLANDO, INC.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 3501 West Vine Street, Suite 341, Kissimmee, Florida 34741
(Business Address, City and State)

HAS NAMED Paul J. Svejda
(Name of Registered Agent)

LOCATED AT 3501 West Vine Street, Suite 341
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Kissimmee, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE

Paul J. Svejda
(Corporate Officer)

TITLE President

DATE March 31, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES

SIGNATURE

Paul J. Svejda
(REGISTERED AGENT)

DATE March 31, 1998

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

CR2E046 (3-85)