



THE UNITED STATES
CORPORATION
COMPANY

FILE 1ST
P9 8000034185

ACCOUNT NO. : 072100000032

REFERENCE : 781380 4381472

AUTHORIZATION :

Patricia Puyant

COST LIMIT : \$ 131.25

FILED
98 APR 15 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 14, 1998

ORDER TIME : 3:58 PM

ORDER NO. : 781380-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

RECEIVED
98 APR 15 AM 8:32
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: W MEADOWS, INC.

4000002488864--2

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

REC
98 APR 15
DIVISION OF

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS: _____

P. Hall APR 15 1998

ARTICLES OF INCORPORATION
OF
W MEADOWS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is W MEADOWS, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and initial mailing address of the corporation is 950 N. Orlando Avenue, Suite 320, 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 1,000,000 voting shares of common stock having a par value of \$.001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 N. 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 of Central Florida, Inc.	P.O. Box 4961 Orlando, Florida 32802-4961

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

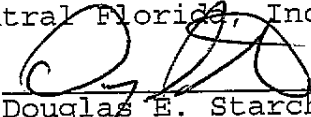
L. Brent Schow	950 N. Orlando Avenue Suite 320 Winter Park, Florida 32789
Charles B. Palmer	950 N. Orlando Avenue Suite 320 Winter Park, Florida 32789
Thomas A. Dentinger	950 N. Orlando Avenue Suite 320 Winter Park, Florida 32789

ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute this instrument this 10th day of April, 1998.


B&C Corporate Services of
Central Florida, Inc.

By: 
Douglas E. Starcher,
Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for W MEADOWS, INC., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said corporation and states that it is familiar with its statutory obligations as such.

B&C Corporate Services of
Central Florida, Inc.

By: 
Douglas E. Starcher,
Vice President

Dated this 10th day of April, 1998.

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