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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
CONTACT: ANNE ELLIS
PHONE: (813)223-7000

ACCT#: 076077000355

FAX #: (813)229-4133

NAME: OUTPARCEL HOLDINGS, INC.

AUDIT NUMBER.....H98000012022

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
OUTPARCEL HOLDINGS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Outparcel Holdings, Inc.

ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 3403 Winkler Avenue Extension, Ft. Myers, Florida 33916.

ARTICLE III
Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is 3403 Winkler Avenue Extension, Ft. Myers, Florida 33916, and the name of its initial registered agent at that address is Eric Feinstein.

ARTICLE V
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Eric Feinstein	3403 Winkler Avenue Extension Ft. Myers, Florida 33916

Prepared by: David R. Punzak
Carlton Fields
200 Central Ave. #200
St. Petersburg, FL 33701-4352
(813) 821-7000
Fla. Bar No. 473170

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ARTICLE VI
Initial Directors

The corporation initially shall have two (2) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Eric Feinstein	3403 Winkler Avenue Extension Ft. Myers, Florida 33916
Brian Feinstein	3403 Winkler Avenue Extension Ft. Myers, Florida 33916

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 26 day of June, 1998.



ERIC FEINSTEIN, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 29 day of June, 1998.


ERIC FEINSTEIN, Registered Agent**FILED**

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