

P98000060415

CPR Properties, Inc.
c/o Piet A. Zaner
1381 Ayerswood Court
Winter Springs, FL 32708

July 2, 1998

100002580641--4
-07/06/98--01091--007
***122.50 ***122.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

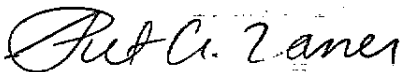
Re: Articles of Incorporation

Dear Sir or Madam:

You will find two copies of our original Articles of Incorporation for CPR Properties, Inc. which are to be filed at your earliest convenience. Please return one date stamped copy to the address listed above. We have included the appropriate fees for this filing.

Thank you for your help.

Sincerely,



Piet A. Zaner
Vice President, CPR Properties, Inc.

98 JUL -6 PM 1:06
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7-8-98
MM

**ARTICLES OF INCORPORATION
OF
CPR PROPERTIES, INC.**

FILED
98 JUL -6 PM 1:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES I - NAME

The name of this corporation is CPR PROPERTIES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting business in the field of real estate investment or any other lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

1381 Ayerswood Court
Winter Springs, FL 32708

The name of the original registered agent of this corporation at that address shall be:

Piet A. Zaner

The street address of the corporate offices shall be:

1381 Ayerswood Court
Winter Springs, FL 32708

ARTICLE VI- INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have three (3) directors initially. The number of directors may either be increased or decreased from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial directors and officers of this corporation:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Colin E. George	10203 Blanchard Park Trail Orlando, FL 32817	President/Director
Piet A. Zaner	1381 Ayerswood Court Winter Springs, FL 32708	Vice Pres/Treasurer/ Director
Robert J. Cramer	5018 Mortier Ave. Orlando, FL 32812	Vice Pres/Secretary/ Director

ARTICLES VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Piet A. Zaner	1381 Ayerswood Court Winter Springs, FL 32708

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him/her to exercise his/her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation with thirty (30) days of receipt of notice from the corporation.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of July, 1998.

Piet A. Zaner
Piet A. Zaner

STATE OF FLORIDA)

COUNTY OF SEMINOLE)

BEFORE ME the undersigned authority, personally appeared Piet A. Zaner, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and **HE** acknowledged that **HE** subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me OR was identified by me as follows: FL DRIVERS LICENSE He (did)/(did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of July, 1998.

Anwar A. Mohammed
Notary Public
My commission expires: 12/17/1999



ANWAR A. MOHAMMED
My Comm Exp. 12/17/99
Bonded By Service Ins
No. CC518869
 Personally Known Other I.D.
ADL

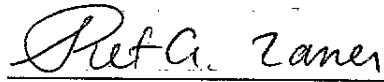
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CPR PROPERTIES, INC.
2. The name and address of the registered agent and office is:

Piet A. Zaner
1381 Ayerswood Court
Winter Springs, FL 32708

Date: July 2, 1998


Piet A. Zaner

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

FILED
98 JUL -6 PM 1:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA