

P980000061079



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 885998 4381472

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 131.25

ORDER DATE : July 9, 1998

ORDER TIME : 2:17 PM

ORDER NO. : 885998-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

800002584678--5

FILED
98 JUL -9 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SMC WESTLAKE, INC.

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

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 JUL -9 PM 3:22
DIVISION OF CORPORATION

nc 7/10/98

ARTICLES OF INCORPORATION
OF
SMC WESTLAKE, INC.

FILED
98 JUL -9 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SMC WESTLAKE, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 390 N. Orange Avenue, Suite 1225, Orlando, Florida 32801.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North 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:

Name

Address

B&C Corporate Services of
Central Florida, Inc., a
Florida corporation

390 N. Orange Avenue
Suite 1100
Orlando, FL 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

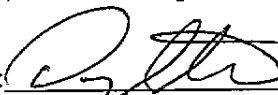
The name and street address of the initial member of this corporation's initial Board of Directors is as follows:

Timothy P. Bright

390 N. Orange Avenue
Suite 1225
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this ____ day of July, 1998.

B&C Corporate Services of Central Florida,
Inc., a Florida corporation

By: 
Douglas E. Starcher, Vice President

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 agent, in the State of Florida.

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

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida,
Inc., a Florida corporation

By: 
Douglas E. Starcher, Vice President

Dated this ____ day of July, 1998.

FILED
JUL - 9 AM 10:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE