

PA8000061830



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 889298 4656E

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : July 13, 1998

ORDER TIME : 3:20 PM

ORDER NO. : 889298-015

CUSTOMER NO: 4656E

CUSTOMER: Nancy Kinsler, Paralegal
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

700002587477-0

DOMESTIC FILING

NAME: ORCHARD CLUB GP CORPORATION

EFFECTIVE DATE: FILE FIRST

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 9:37

FILED
DIVISION OF CORPORATIONS
98 JUL 13 PM 4:06
7/14/98

**ARTICLES OF INCORPORATION
OF
ORCHARD CLUB GP CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 9:37

ARTICLE I - NAME

The name of this corporation is **ORCHARD CLUB GP CORPORATION**.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 2105 Park Avenue North, Winter Park, Florida 32789. The initial mailing address of the corporation is 2105 Park Avenue North, 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 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida, 32301, and the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

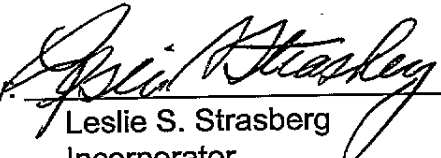
Leslie S. Strasberg

2105 Park Avenue North
Winter Park, FL 32789

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 1st day of July, 1998. The effective date of this corporation shall be _____, 1998.

By: 

Leslie S. Strasberg
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

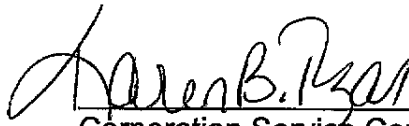
That **ORCHARD CLUB GP CORPORATION**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1201 Hayes Street, Tallahassee, Florida 32301, has named Corporation Service Company as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated and effective

7-13-98



Corporation Service Company
Registered Agent

Karen B. Rozar, As Its Agent

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DIVISION OF CORPORATIONS
98 JUL 13 AM 9:37