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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT
CONTACT: KATHY S HEBERER
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NAME: WICKHAM ROAD MELBOURNE CORPORATION

AUDIT NUMBER.....H98000015119

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

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CERT. COPIES.....1

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Ms. McDuffie

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- 2) need today's filing date please

Thank you

Kathy Heberer

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1998

HOLLAND & KNIGHT

SUBJECT: WICKHAM ROAD MELBOURNE CORPORATION
REF: W98000018574

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H98000015119
Letter Number: 198A00042335

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WICKHAM ROAD MELBOURNE CORPORATION

In compliance with Florida Statutes, Chapter 607, the undersigned, acting as Incorporator of Wickham Road Melbourne Corporation, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be WICKHAM ROAD MELBOURNE CORPORATION.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be:

730 Bonnie Brae Street
Winter Park, Florida 32789

ARTICLE III. INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for this Corporation shall be Intrastate Registered Agent Corporation.

The street address of the registered office of this Corporation shall be:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation.

This instrument prepared by:
John R. Dierking
Florida Bar No. 933619
Holland & Knight LLP
Post Office Box 1526
Orlando, Florida 32802-1526
(407) 425-8500
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ARTICLE V. TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved in accordance with the laws of the state of Florida.

ARTICLE VI. PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE VII. AUTHORIZED SHARES

The maximum number of shares that this Corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to this Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of this Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one.

The name of the initial director shall be Thomas L. Cavanaugh.

The street address of the initial director shall be:

730 Bonnie Brae Street
Winter Park, Florida 32789

ARTICLE IX. AMENDMENTS

This Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to reservation. These Articles may be amended prior to the issuance of shares of this Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved

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by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. INCORPORATOR


The name of the Incorporator is John R. Dierking, Esq.

The address of the Incorporator is:

200 South Orange Avenue
Suite 2600
Orlando, Florida 32801

The Incorporator of this Corporation assigns to the Corporation its rights under Section 607.0201 of the Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights the Incorporator may have as Incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the state of Florida, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation this 14th day of August, 1998.



John R. Dierking
Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

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

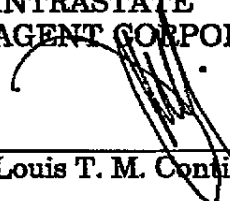
That WICKHAM ROAD MELBOURNE CORPORATION desiring to organize under the laws of the state of Florida with its principal office, as indicated in the Articles of Incorporation, at 730 Bonnie Brae Street, Winter Park, Florida 32789, has named Intrastate Registered Agent Corporation, located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the Corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

INTRASTATE REGISTERED
AGENT CORPORATION

DATED: August 14, 1998



Louis T. M. Conti, Vice President

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