

Division of Corporations

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P98000073745**Florida Department of State**

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 648-8920

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**CNL METRIC VENTURE, INC.**

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ARTICLES OF INCORPORATION
OF
CNL METRIC VENTURE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CNL METRIC VENTURE, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE III - PURPOSE AND GENERAL POWERS

The purposes of the Corporation shall be to engage in any and all lawful activities permitted under the Florida Business Corporation Act, as the same now exists and has hereafter amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE AND NO/00 DOLLAR (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 East South Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Robert A. Bourne.

This document was prepared by:
Kyle L. WhiteJohnson
CNL Group, Inc.
400 East South Street, Suite 500
Orlando, Florida 32801
407/650-1000

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ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Robert A. Bourne	400 East South Street, Suite 500 Orlando, Florida 32801
James M. Seneff, Jr.	400 East South Street, Suite 500 Orlando, Florida 32801

ARTICLE VII – INCORPORATOR

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

Robert A. Bourne	400 East South Street, Suite 500 Orlando, Florida 32801
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ARTICLE VIII – INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by them on behalf of the Corporation except for willful misconduct or gross negligence. The foregoing indemnification shall not limit further indemnification under the Bylaws of the Corporation or by separate agreement.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of August, 1998.



Robert A. Bourne, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CNL METRIC VENTURE, INC.



Robert A. Bourne, Registered Agent

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