

PA8000073775



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 937489 80354A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 24, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 937489-005

CUSTOMER NO: 80354A

200002623062--1
-08/24/98--01063--018
****122.50 ****122.50

CUSTOMER: Ms. Debbie Fricke
WINDERWEEDLE HAINES WARD &
WOODMAN, PA
Suite 1490
390 North Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: METRO ORLANDO REALTY &
INVESTMENTS, 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
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 12: 37

RECEIVED
98 AUG 28 AM 11: 31
DIVISION OF CORPORATION
J.R.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 12:37

ARTICLES OF INCORPORATION

OF

METRO ORLANDO REALTY & INVESTMENTS, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

METRO ORLANDO REALTY & INVESTMENTS, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the 24th day of August, 1998, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address and the mailing address of the initial corporate office of this Corporation is 1803 Park Center Drive, Suite 220, Orlando, Florida 32835. The street address of the registered office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the initial registered agent at that address is Randolph J. Rush.

ARTICLE VI - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Randolph J. Rush	250 Park Avenue South, 5th FL Winter Park, Florida 32789

ARTICLE VII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

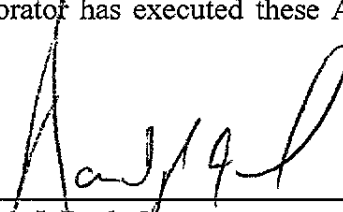
ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of August, 1998.



Randolph J. Rush, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

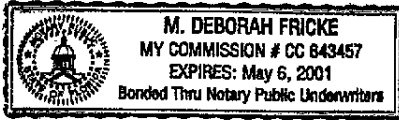
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 24 PM 12:37

The foregoing instrument was acknowledged before me this 21st day of August, 1998, by Randolph J. Rush. He is personally known to me or has produced _____ as identification and [did/did not] take an oath.



NOTARY SIGNATURE

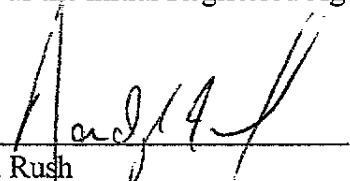


M. Deborah Fricke

NOTARY NAME PRINTED
Notary Public
My Commission Expires: 5/6/2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of METRO ORLANDO REALTY & INVESTMENTS, INC.



Randolph J. Rush