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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 977593 81528A

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 29 PM 3:39

ORDER DATE : September 29, 1998

ORDER TIME : 11:30 AM

ORDER NO. : 977593-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Donna Madsen  
KENNETH F. OSWALD, ESQ

100002651581--6

Suite 110  
600 Courtland Street  
Orlando, FL 32804

DOMESTIC FILING

NAME: UNIVERSITY SCIENCE CENTER, 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:

9/29/98

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**ARTICLES OF INCORPORATION**  
**OF**  
**UNIVERSITY SCIENCE CENTER, INC.**

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The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be **UNIVERSITY SCIENCE CENTER, INC.** The mailing address of the corporation is 2200 Lucien Way, Suite 333, Maitland, Florida 32751.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in the business of planning, developing, constructing, owning, operating and managing office buildings of all types and kinds and in conjunction therewith to do all things necessary or required to accomplish said purpose.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate debts of this corporation or any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **FIVE THOUSAND (5,000)** shares of Common Stock having a nominal or par value of **ONE DOLLAR (\$1.00)** per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV**  
**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be not less than **FIVE HUNDRED DOLLARS (\$500.00)**.

**ARTICLE V**  
**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**  
**INITIAL DIRECTORS**

This corporation shall have **THREE (3)** Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The name and street address of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

**CABOT L. JAFFEE, SR.**  
2200 Lucien Way, Suite 333  
Maitland, Florida 32751

**MICHAEL D. CALHOUN**  
2200 Lucien Way, Suite 333  
Maitland, Florida 32751

**MICHAEL D. FESS**  
2200 Lucien Way, Suite 333  
Maitland, Florida 32751

**ARTICLE VII**  
**SUBSCRIBER**

The name and street address of the Subscriber to these Articles of Incorporation is as follows: **MICHAEL D. CALHOUN**, 2200 Lucien Way, Suite 333, Maitland, Florida 32751.

**ARTICLE VIII**  
**REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: **MICHAEL D. CALHOUN**, 2200 Lucien Way, Suite 333, Maitland, Florida 32751, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

**ARTICLE IX**  
**INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred

or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

**ARTICLE XI**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

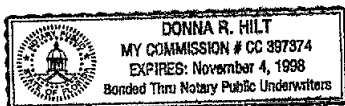
This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

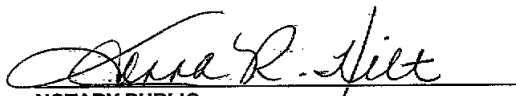
IN WITNESS WHEREOF, I, the undersigned, being the sole subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set my hand and seal this 28TH day of September, 1998.

  
MICHAEL D. CALHOUN

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28TH day of September, 1998, by MICHAEL D. CALHOUN, who is personally known to me and did/did not take an oath.



  
NOTARY PUBLIC

(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE OF REGISTERED AGENT**

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Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
**MICHAEL D. CALHOUN**  
Registered Agent