



THE UNITED STATES  
CORPORATION  
COMPANY

P98000093992

ACCOUNT NO. : 072100000032

REFERENCE : 022338 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 5, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 022338-005

CUSTOMER NO: 7133468

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CUSTOMER: Ms. Jacquie S. St Pierre  
KANE AND KOLTUN  
KANE AND KOLTUN  
Suite 106  
1061 Maitland Center Commons  
Maitland, FL 32751

DOMESTIC FILING

NAME: CENTRAL AVENUE PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 NOV -5 PM 3:06

98 NOV -5 AM 11:23  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**CENTRAL AVENUE PARTNERS, INC.**

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The undersigned, acting as incorporator, hereby forms a corporation for profit pursuant to Chapter 607 of the Florida Statutes and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Central Avenue Partners, Inc.

**ARTICLE II - PURPOSE**

The general purpose for which this Corporation is organized shall be to: (i) own and operate commercial realty, and (ii) to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 19 East Central Boulevard, Orlando, Florida 32801.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE V - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of providing services to or for the benefit of the public and any other profitable venture.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property whether or not such property is necessary for the rendering of professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE VII - INITIAL REGISTERED OFFICE

##### AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1061 Maitland Center Commons, Suite 106, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Steven H. Kane. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Steven H. Kane	1061 Maitland Center Commons Suite 106 Maitland, Florida 32751

#### ARTICLE IX - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
John R. McDonough	19 East Central Boulevard Orlando, Florida 32801
Donald L. O'Dell	19 East Central Boulevard Orlando, Florida 32801
William J. Weiland	19 East Central Boulevard Orlando, Florida 32801

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

#### ARTICLE X - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type or agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE XI- INITIAL OFFICERS

The name and address of the initial members of the Officer, to hold office for the first year of existence of this Corporation or until her successor(s) are elected or appointed and have qualified is:

<u>Name</u>	<u>Address</u>
John R. McDonough - President	19 East Central Boulevard Orlando, Florida 32801
Donald L. O'Dell - Treasurer	19 East Central Boulevard Orlando, Florida 32801
William J. Weiland - Secretary	19 East Central Boulevard Orlando, Florida 32801

#### ARTICLE XII- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.


#### ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation 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 a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIV - DATE OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles and shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida this 4<sup>th</sup> day of NOVEMBER, 1998.

  
\_\_\_\_\_  
Steven H. Kane

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Steven H. Kane  
Steven H. Kane

Date: NOVEMBER 4, 1998

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