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Richard W. Copeland
Attorney-at-Law

Estate Planning and Administration

Legal Assistant:
Joan Mavrides

November 17, 1998

Please reply to:
631 Palm Springs Drive
Suite 115
Altamonte Springs, FL 32701
(407) 830-7220
Fax (407) 830-4391

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: NORTH GOLDENROD ROAD INVESTMENT PARTNERS, INC.

EFFECTIVE DATE
01-04-99

To Whom It May Concern:

Please find enclosed the two original copies of Articles of Incorporation for the above-referenced organization and my check for \$70.00 to cover the filing fee.

After approval, please return a conformed copy of the Articles to this office.

Thank you for your assistance.

Very truly yours,

Richard W. Copeland

Richard W. Copeland

RWC/jm
Enc.

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
NORTH GOLDENROD ROAD
INVESTMENT PARTNERS, INC.

Article I- Name

The name of this corporation is NORTH GOLDENROD ROAD INVESTMENT PARTNERS, INC.

Article II-Duration

This corporation shall exist into perpetuity unless sooner dissolved by law and shall commence on January 4, 1999.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and of the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock, which shall be designated "common stock."

Article V - Initial Registered Office and Agent

The address of the initial principal office of this corporation is 2454 N. Forsythe Road, Orlando, Florida 32807, and the name and address of the initial registered agent of this corporation is Richard W. Copeland, 631 Palm Springs Drive, Suite 115, Altamonte Springs, Florida 32708.

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

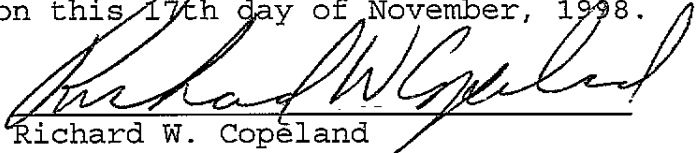
William G. Sutherland
200 Overlook Road
Winter Park, Florida 32789

Article VII - Incorporator

The name and address of the person signing these Articles is:

Richard W. Copeland
631 Palm Springs Drive, Suite 115
Altamonte Springs, Florida 32701

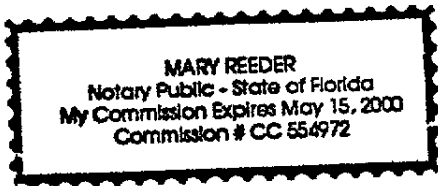
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of November, 1998.


Richard W. Copeland

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard W. Copeland, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed those Articles of Incorporation.

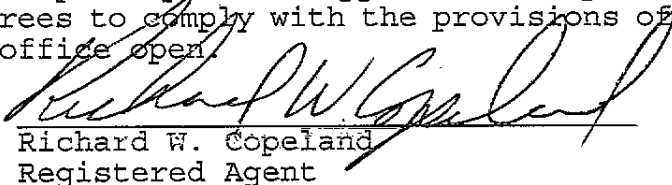
WITNESS my hand and official seal in the County and State named above this 17th day of November, 1998.




Notary Public
My Commission expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named in Article V of the foregoing Articles of Incorporation as the initial Registered Agent of the Corporation therein, hereby accepts such appointment, agrees to act in such capacity and agrees to comply with the provisions of law relative to keeping said office open.


Richard W. Copeland
Registered Agent

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