

999000010359



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 120379 4381472
AUTHORIZATION : Patricia Pignato
COST LIMIT : \$ 78.75

ORDER DATE : February 2, 1999
ORDER TIME : 10:55 AM
ORDER NO. : 120379-005
CUSTOMER NO: 4381472

300002762153--8

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CED TROPICAL PARK ACQUISITION, 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: Christopher Smith
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 PM 4: 07

RECEIVED
99 FEB -2 PM 12: 12
DIVISION OF CORPORATION
SP

ARTICLES OF INCORPORATION

OF

CED TROPICAL PARK ACQUISITION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 PM 4: 07

ARTICLE I - NAME

The name of this corporation is CED TROPICAL PARK ACQUISITION, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 1551 Sandspur Road, Maitland, Florida 32751.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial members of this corporation's initial Board of Directors is as follows:


Alan H. Ginsburg

1551 Sandspur Road
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 1st day of February, 1999.

B&C Corporate Services of Central Florida, Inc.

By: _____

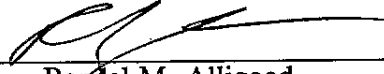

Randal M. Alligood,
Vice President

DATED as of this 1st day of February, 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida,
Inc.

By: _____


Randal M. Alligood,
Vice President

Dated this 1st day of February, 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 PM 4: 07