

FROM: HOLLAND & KNIGHT

FAX NO.: 487 244 5288

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

NORTH ORANGE AVENUE PROPERTIES, INC.

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3/19/99
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FROM: HOLLAND & KNIGHT
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FAX NO.: 407 244 5288

03-19 25P P.02

SECRETARY OF STATE
PALM BEACH, FLORIDA

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ARTICLES OF INCORPORATION
OF
NORTH ORANGE AVENUE PROPERTIES, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be North Orange Avenue Properties, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 633 North Orange Avenue, Orlando, Florida 32801, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

This Instrument Prepared By:
Stephen R. Looney, FL Bar No. 0628344
Holland & Knight LLP
P.O. Box 1526
Orlando, FL 32802-1526
Telephone: (407) 425-8500

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ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
John P. Puerner	633 North Orange Avenue Orlando, Florida 32801
Crane H. Kenney	435 N. Michigan Avenue Suite 600 Chicago, Illinois 60611
Richard E. Darden	633 North Orange Avenue Orlando, Florida 32801

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ARTICLE VIII

Incorporator

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

Name

Address

Richard E. Darden

633 North Orange Avenue
Orlando, Florida 32801

Executed this 14th day of March, 1999.



Richard E. Darden,
Incorporator

G:\TAX\813\C-PKG\NORTH ORANGE AVE

FROM: HOLLAND & KNIGHT

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03-19-99 12:26P P.05

C T Corporation System hereby accepts the designation as registered agent on behalf of North Orange Avenue Properties, Inc. and is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Date: 3/18/99

C T CORPORATION SYSTEM


Vicky Goldstein
Special Assistant Secretary

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TALLAHASSEE, FLORIDA