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July 21, 1999

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

VIA UPS NEXT DAY AIR

Re: Fountain Lake, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	52.50
	Total	\$122.50

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****122.50 *****78.75

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/ngp
Enclosures

cc: Fountain Lake, Inc.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

Fountain Lake, Inc.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Fountain Lake, Inc.

ARTICLE 2

Mailing Address

The mailing address of this corporation is Post Office Box 8345, McLean, Virginia 22106.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 So. Oregon Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Andrew M. O'Malley.

ARTICLE 5

Incorporator

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

Daniel Schreiber
Post Office Box 8345
McLean, Virginia 22106

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ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Daniel Schreiber
6845 Elm Street, The Penthouse
McLean, Virginia 22101

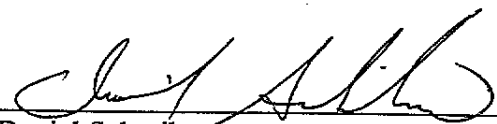
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20th day of July, 1999.


Daniel Schreiber

STATE OF VIRGINIA
COUNTY OF Dillingham

The foregoing instrument was acknowledged before me this 20th day of July, 1999 by Daniel Schreiber.

SEAL

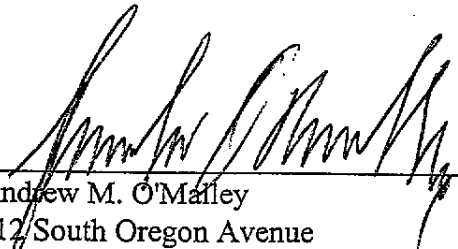

Type, Print or Stamp Name of Notary

Personally known _____
or Produced Identification VS
Type of Identification Produced DL

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Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Andrew M. O'Malley
712 South Oregon Avenue
Tampa, Florida 33606