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GROCOCK & ABRAMSON

CORPORATE, SECURITIES AND FRANCHISE LAW

FILED

99 SEP 17 AM 9:09

September 13, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

700002989607--6  
-09/17/99-01042-015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: First Orlando Enterprises, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is an original and one copy of the Articles of Incorporation. Also enclosed is our firm's check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee. Please date stamp the enclosed copy and return it to us in the stamped, self-addressed envelope provided.

If you have any questions regarding the enclosed, please contact us.

Very truly yours,

J. BENNETT GROCOCK, P.A.

By:

Jane A. Walker  
Jane A. Walker, Paralegal

JW/  
Enclosure

forms/corp/florida corp filing letter

PN 9/12/99

ARTICLES OF INCORPORATION  
OF  
FIRST ORLANDO ENTERPRISES, INC.

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The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name of Corporation

The name of the corporation is:

FIRST ORLANDO ENTERPRISES, INC.

ARTICLE II  
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III  
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V  
Term of Existence

This corporation is to exist perpetually.

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 126 E. Jefferson Street, Orlando, FL 32801. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	126 E. Jefferson Street Orlando, FL 32801

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have two (2) directors initially. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	126 E. Jefferson Street Orlando, FL 32801
Michelle J. Grocock	126 E. Jefferson Street Orlando, FL 32801

**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 126 E. Jefferson Street, Orlando, FL 32801, and the registered agent at this address is J. Bennett Grocock.

ARTICLE X  
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 14<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
J. Bennett Grocock, Incorporator

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

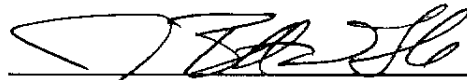
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That FIRST ORLANDO ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 126 E. Jefferson Street, Orlando, FL 32801, County of Orange, State of Florida, has named J. Bennett Grocock, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:



J. Bennett Grocock