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GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (850) 222-7717

FAX (850) 222-3494

www.ghrlaw.com

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
J. AVERY KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE
MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPP
DONALD H. GIBSON

THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY
KIMBERLY NOWORYTA SUNNER
MICHAEL J. BITTMAN

BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
MATTHEW S. SMITH
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS
WILLIAM J. DENIUS
KURTIS T. BAUERLE
DEREK E. BRUCE
TROY A. KISHBAUGH
PAUL H. CHIPOK

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
MICHAEL J. CANAN
ALLEN R. GROSSMAN

October 1, 1999

PLEASE
FILE FIRST

Via Hand Delivery

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a **CERTIFICATE OF STATUS** for the following entity:

VALENCIA LANE, INC.

Upon receipt, please "date-stamp" the copy of the letter and Articles provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.235
Stiglitz/145027-3

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

TALLAHASSEE
(850) 222-7717

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FILED
99 OCT 4 PM 1:52
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT -4 PM 12:42

ajc
10/4

**ARTICLES OF INCORPORATION
OF
VALENCIA LANE, INC.**

FILED
99 OCT -4 PM 1:52
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of VALENCIA LANE, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation is Valencia Lane, Inc. The mailing address of the Corporation shall be 201 E. Pine Street, Suite 1200, Orlando, Florida 32801.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

225 South Adams Street, Suite 250
Tallahassee, Florida 32302

The name of the initial registered agent of the Corporation at that address shall be:

Kelly B. Plante

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Michael E. Wright	201 E. Pine Street Suite 1200 Orlando, FL 32801

ARTICLE VIII - INCORPORATOR

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

Name

Address

Kelly B. Plante

225 South Adams Street, Suite 250
Tallahassee, Florida 32302

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

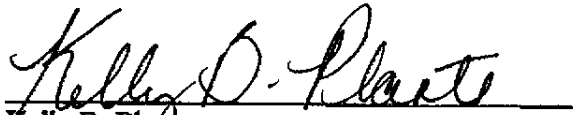
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of October, 1999.



Kelly B. Plante
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Kelly B. Plante

FILED
99 OCT -4 PM 1:52
SOUTH FLORIDA
TALLAHASSEE, FLORIDA