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DIRECT LINE

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October 13, 1999

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

600003016106--5  
-10/15/99--01057--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: ASD DEVELOPMENT CORPORATION

Dear Sir or Madam:


I am enclosing our firm check in the amount of \$78.75 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Sincerely,

  
W. Scott Gabrielson

WSG:  
Enclosures  
Document 18

FILED  
99 OCT 15 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN OCT 20 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**ASD DEVELOPMENT CORPORATION**

**FILED**  
99 OCT 15 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this Corporation is ASD DEVELOPMENT CORPORATION.

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 7,500 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 225 East Robinson Street, Two Landmark Center, Suite 600, Orlando, Florida 32801. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Two Landmark Center, Suite 600, Orlando, Florida, and the name of the Corporation's initial registered agent to receive service of process is W. Scott Gabrielson.

**ARTICLE V**

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

Name

Address

Ricky Lyons

3875 North 44th Street, Suite 350  
Phoenix, Arizona 85018

ARTICLE VI

The name and address of the subscriber are W. Scott Gabrielson, 225 East Robinson Street, Two Landmark Center, Suite 600, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

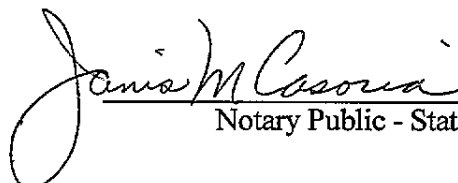
DATED: October 13, 1999.

  
W. Scott Gabrielson

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on October 13, 1999, by W. Scott Gabrielson. He is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification.

(AFFIX NOTARY SEAL)

  
Notary Public - State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

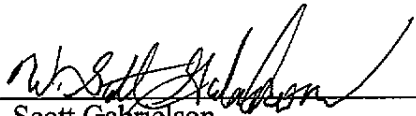
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99 OCT 15 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

That ASD Development Corporation desiring to organize under the laws of the State of  
Florida, with its principal office, as indicated in the Articles of Incorporation at 225 East Robinson  
Street, Two Landmark Center, Suite 600, Orlando, Florida 32801, Orange County, State of  
Florida, has named W. Scott Gabrielson as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the  
place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with  
the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
W. Scott Gabrielson  
(Registered Agent)