

705 Douglas Avenue
Altamonte Springs, Florida 32714

ERIC W. LUDWIG, P.A.

ATTORNEY AT LAW

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November 15, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-11/16/99--01068--001

*****78.75 *****78.75

Re: Articles of Incorporation;
North Orange Opportunity, Inc.

Dear Sir:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation for **North Orange Opportunity, Inc.** and my firm check in the amount of \$78.75 as your fee.

Please file the enclosed documents and return a certified copy of the certificate of incorporation to this office.

If you have any questions, please call. Thank you for your attention to this matter.

Very truly yours,



Eric W. Ludwig

Enclosures

cc: North Orange Opportunity, Inc.

1999 NOV 16 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NORTH ORANGE OPPORTUNITY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **North Orange Opportunity, Inc.**

ARTICLE II

This Corporation shall commence its existence upon filing these articles, and shall exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

The corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at One Dollar (\$1.00) par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is: 14 East Washington Street, Suite 404, Orlando, Florida 32801. The Board of Directors may from time to time move the principal office to any other address in Florida. This corporation shall have the privilege of having such branch offices at such other places within the State of Florida as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This corporation shall not have less than THREE (3) Directors initially; the number of Directors may be increased from time to time in accordance with the By-Laws adopted by the Stockholders, but shall never be less than THREE (3).

ARTICLE VII

The names and addresses of the initial members of the first Board of Directors are:

Gary G. Tharp
14 East Washington Street
Suite 404
Orlando, Florida 32801

Claude Wolfe
14 East Washington Street
Suite 404
Orlando, Florida 32801

Eric W. Ludwig
705 Douglas Avenue
Altamonte Springs, Florida 32714

ARTICLE VIII

Pursuant to Chapter 48.091, Florida Statutes, Eric W. Ludwig is hereby named as agent of

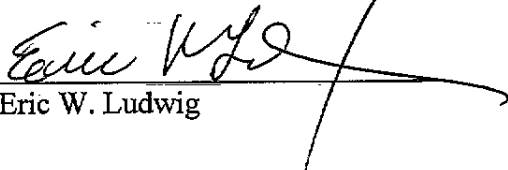
this Corporation to accept service of process within the State of Florida. That Eric W. Ludwig, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open an office located at:

705 Douglas Avenue
Altamonte Springs, Florida 32714

ARTICLE IX

The 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 a 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 to these Articles of Incorporation may be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid, this 15th day of November, 1999.


Eric W. Ludwig

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared Eric W. Ludwig as Subscriber of North Orange Opportunity, Inc., known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 15 day of November, 1999.


NOTARY PUBLIC
My Commission expires:



Judith B. Friedland
My Commission CC589086
Expires Sep 29, 2000

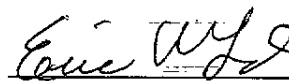
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

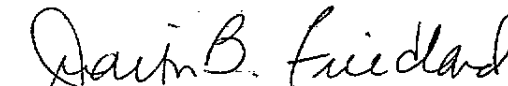
I, Eric W. Ludwig, agree to accept the designation of Registered Agent for **North Orange Opportunity, Inc.**, and as such Registered Agent to comply with all requirements, including acceptance of service of process pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.


Eric W. Ludwig

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared Eric W. Ludwig, as Registered Agent of **North Orange Opportunity, Inc.**, known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

15th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of November 1999.


NOTARY PUBLIC
My Commission expires:



Judith B. Friedland
My Commission CC589086
Expires Sep 29, 2000