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BASIC AMENDMENT

MOUNTAIN LAKE CORPORATION

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Certificate of Status	0
Certified Copy	1
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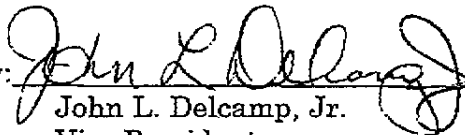
Amended & Restated  
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**CERTIFICATE TO AMENDED AND RESTATED  
CERTIFICATE OF REINCORPORATION  
OF  
MOUNTAIN LAKE CORPORATION**

The undersigned, John L. Delcamp, Jr., Vice President of MOUNTAIN LAKE CORPORATION, a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The amendment and restatement of the Corporation's Certificate of Reincorporation as attached hereto requires shareholder approval.
2. The board of directors of the Corporation recommended by unanimous written consent dated February 22, 2001, that the shareholders of the Corporation approve, and the shareholders approved at the annual meeting of shareholders on March 12, 2001, the amendment and restatement of the Corporation's Certificate of Reincorporation as attached hereto in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes. The number of votes cast for the amendment by the shareholders was sufficient for such approval.
3. The undersigned officer of the Corporation has been duly authorized to submit this Amended and Restated Certificate of Reincorporation of the Corporation to the Florida Department of State for filing in accordance with Section 607.1007, Florida Statutes.

MOUNTAIN LAKE CORPORATION

By:   
John L. Delcamp, Jr.  
Vice President

ORL1 #639727 v1

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AMENDED AND RESTATED  
CERTIFICATE OF REINCORPORATION  
OF  
MOUNTAIN LAKE CORPORATION

(a corporation of the State of Florida duly formed pursuant to Letters Patent signed and countersigned by the Governor and Secretary of State of the State of Florida on the 18th day of January, 1915, and reincorporated under the provisions of the Corporation Act of 1925, pursuant to Section 64 thereof)

The Certificate of Reincorporation of Mountain Lake Corporation has been amended and restated as follows:

1. The name of the Corporation is MOUNTAIN LAKE CORPORATION.
2. This Corporation may engage in any activity or business permitted under the laws of the United States and Florida.
3. The capital stock of this Corporation shall consist of 6,000 shares, to be known and designated as common stock, with a par value of \$.01 per share, and said stock shall have the sole voting power which may be exercised by the record holders in person or by written proxy. Said common stock shall be sold by the Directors from time to time at a just value to be fixed by the Directors at any regular or special meeting. At all meetings of the shareholders, the holders of a majority of the shares entitled to vote, represented in person or by proxy, constitute a quorum.
4. The principal place of business of the Corporation is 2300 N. Scenic Highway, Lake Wales, Florida 33853, and the mailing address of the Corporation is P.O. Box 832, Lake Wales, Florida 33859-0832.

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5. The street address of the Corporation's registered office and the name of its registered agent at that address is Frederick J. Ryan, 803 Hillside Avenue, Lake Wales, Florida 33853.

6. The number of directors shall not be less than nine nor more than fifteen, the number to be fixed by the by-laws, which number may be by the by-laws changed from time to time. The by-laws may divide the directors into two or more classes whose terms expire at different times, subject to any applicable requirements imposed by the statutes and laws of the State of Florida with respect to length of terms and classification of the directors.

7. The names and places of residence of the original subscribing incorporators are as follows:

Frederick S. Ruth	Lake Wales, Florida
E. C. Stuart	Bartow, Florida
G. V. Tillman	Bartow, Florida

8. At all meetings of the Board of Directors a majority of the total number of directors at any time in office (but in no case less than two) shall be necessary and sufficient to constitute a quorum for the transaction of business.

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