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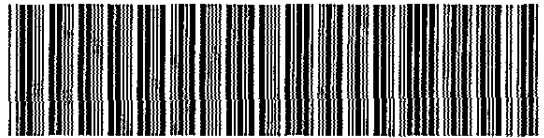
(Business Entity Name)

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*Amended &
Restated*

STATE
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TALLAHASSEE, FLORIDA

01 JAN 20 PM 4:05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 20 PM 4:41

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DR
1/21/04

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Kirkland Ranch Inc

Signature _____

Requested by: AW 1/20

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

✓ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

This document prepared by
Daniel Medina, LL.M.
DANIEL MEDINA, P.A.
464 West Pipkin Road
Lakeland, FL 33813

FILED
04 JAN 20 PM 4: 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIRKLAND RANCH, INC.

The undersigned Directors hereby execute these Amended and Restated Articles of Incorporation, on behalf of Kirkland Ranch, Inc. a corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of this corporation is: **KIRKLAND RANCH, Inc.**

ARTICLE II. PERMITTED BUSINESSES
AND ACTIVITIES

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories,

possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any

threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of

Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V.

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is 464 West Pipkin Road, Suite 1, Lakeland FL 33813.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation in the State of Florida is 464 West Pipkin Road, Suite 1, Lakeland, Florida 33813. The registered agent is DANIEL MEDINA, P.A. The Board of Directors may from time to time move the registered office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII.

DIRECTORS

This corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII.

DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director

or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX.

BOARD OF DIRECTORS

The name and street address of each member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Jack M. Kirkland	5465 Saddlebrook Way, Wesley Chapel, Florida 33543
Elizabeth K. Holloway	29244 Whippoorwill Lane, Wesley Chapel, Florida 33543
Anna B. Kirkland	P.O. Box 5, San Antonio, Florida 33576

Members of the Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X.

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent

of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall indemnify all officers and directors thereof for all reasonable and necessary expenses, including attorney's fees, expended by them in the defense of any suit brought by any shareholder of this corporation where their actions giving rise to the suit have not been reckless or intentional.

ARTICLE XII.

SELF-DEALING BETWEEN OFFICERS, DIRECTORS AND CORPORATION

The officers, directors, and this corporation may engage in any other business ventures of any nature and description, independently or with others. The officers and directors are expressly authorized to engage in a business which is the same or similar to the business of this corporation, whether or not such other business is competitive to this corporation. Notwithstanding the foregoing, if any other business is competitive with this corporation, the officers and directors shall not prefer such other business to the business of this corporation.

ARTICLE XIII.

SALARIES

A director of this corporation is hereby permitted to participate with the Board of Directors in

the setting of such director's salary as an officer of this corporation without requiring the affirmance of the salary by the shareholders of this corporation.

ARTICLE XIV.

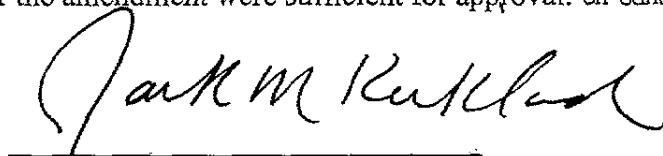
RESTRICTIONS ON THE RIGHT OF TRANSFER OF THE STOCK

The shareholders of this corporation have executed Kirkland Ranch, Inc. Stockholder's Agreement Restricting Transfer of Stock dated February 15, 1961 ("Shareholder's Agreement") limiting the transferability or assignment of the stock of the corporation. All stock of this corporation are restricted as described in the Shareholder's Agreement and Bylaws of the corporation.

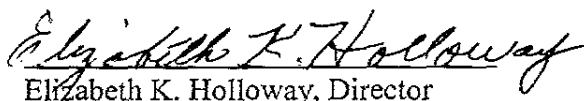
ARTICLE XV

ADOPTION OF AMENDMENTS

The amendments were approved by the shareholders of the corporation. The number of votes cast for the amendment were sufficient for approval. on January 12, 2004.



Jack M. Kirkland, Director



Elizabeth K. Holloway, Director



Anna B. Kirkland, Director

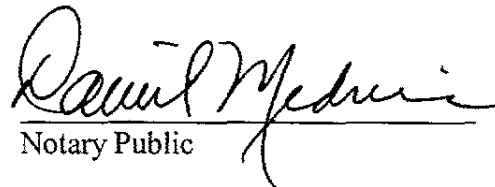
Amended and Restated Articles of Incorporation of KIRKLAND RANCH, Inc.

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared JACK M. KIRKLAND, to me known to be the person described above, and personally appeared ELIZABETH K. HOLLOWAY, to me known to be the person described above, and personally appeared ANNA B. KIRKLAND, to me known to be the person described above, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 12th day of January, 2004.

My Commission Expires:


Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTER OFFICE**

Under the provisions of F.S. 617.0501 the KIRKLAND RANCH, INC. submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the corporation is KIRKLAND RANCH, INC.
2. The name and address of the registered agent in Florida are:

Daniel Medina, P.A.
464 West Pipkin Road, Suite 1
Lakeland, FL 33813

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the president of the corporation named in the Amended and Restated Articles of Incorporation of KIRKLAND RANCH, INC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Daniel Medina, P.A.

By: _____



Daniel Medina, L.L.M., its President