

APR. 28. 2004 2:35PM

GREENBERG TRAURIG

NO. 914

P. 1

200264

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BASIC AMENDMENT

ON TOP OF THE WORLD COMMUNITIES, INC.

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Amended &
Restated
Art.
4/29/04

APR. 28. 2004 2:35PM

GREENBERG TRAURIG

NO. 914

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ON TOP OF THE WORLD COMMUNITIES, INC.**

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Kenneth D. Colen, being the President of ON TOP OF THE WORLD COMMUNITIES, INC., a Florida corporation (the "Corporation"), hereby certifies:

1. The name of the Corporation is ON TOP OF THE WORLD COMMUNITIES, INC. The Corporation was incorporated on February 26, 1957 as David Land Corporation.

2. The Articles of Incorporation of the Corporation were duly amended pursuant to that certain Agreement of Merger, dated June 26, 1973 by and among the Corporation, Annie Lee Corporation, Air-Flow Homes, Inc., Gaylord Homes, Inc., Kenneth City Carpentry Co., and Kenneth City Plastering Co. wherein, among other things, the name of the Corporation was changed to ON TOP OF THE WORLD, INC., and the same was filed with the Secretary of State of the State of Florida on June 27, 1973.

3. The Articles of Incorporation of the Corporation were duly amended on January 2, 2003 to change the name of the Corporation to ON TOP OF THE WORLD COMMUNITIES, INC.

4. These Amended and Restated Articles of Incorporation (the "Amended Articles") restate, integrate, and further amend the provisions of the Corporation's Articles of Incorporation.

5. The terms and provisions of these Amended Articles were adopted and unanimously approved by all of the members of the Board of Directors and all of the shareholders of the Corporation by joint written consent executed and effective as of the 21st day of April 2004.

6. Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, as amended, is hereby amended and restated to read in its entirety as follows:

ARTICLE I - NAME

The name of the corporation is ON TOP OF THE WORLD COMMUNITIES, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal place of business of the Corporation is 8447 S.W. 99th Street Road, Ocala, Florida 34481.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is five million (5,000,000) shares of common stock having a par value of \$.01 per share.

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ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is c/o Devito & Colen, P.A., 7243 Brian Dairy Road, Largo, Florida 33777, and the registered agent of the Corporation at that address is Gerald R. Colen, Esq.

ARTICLE V - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any Bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested only in the shareholders of the Corporation.

ARTICLE VII - AMENDMENT

The provisions of these Amended Articles may be amended, altered, changed or repealed by the shareholders of the Corporation only.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation as of the 21st day of April 2004.

By: 

Kenneth D. Colen, President

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