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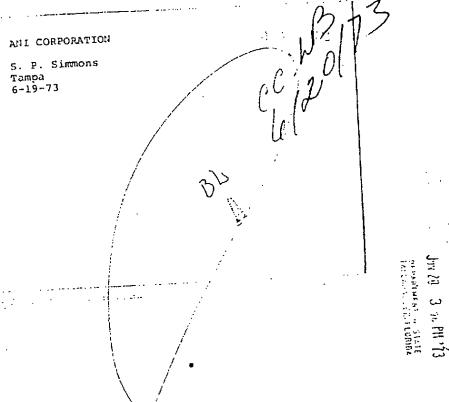
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TRENAM, SIMMONS, KEMKER, SCHARF & BARKIN

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TAMPA, FLORIDA DAROL

TO SERVICE STATEMENT OF THE SERVICE STATEMENT OF

June 15, 1973

Homorable Richard Stone Suprotary of State Tallahastee, Flerida

Mer Ami Corporation

Dear Sire

Unclosed herewith are an original and one copy of the Articles of Incorporation for the subject corporation and our theck in the amount of \$58.00 to cover the cost of the following:

Charter Tax	\$30.00
Filing Fee	15.00
Corpified Copy Fee	10.00
Baridont Rooms Fee	3.00

We will appreciate your filing the Articles, court if ying the enclosed copy and returning the same to use if

sincerely,

Sherwin P. Simmons

SPS/su Englosures

ARTICLES OF INCORPORATION

OF

ANI CORPORATION

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Ani Corporation

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ARTICLE II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) To engage in the general business of buying, holding, selling, improving, leasing, mortgaging, exchanging, or otherwise acquiring, disposing of or dealing with interests in real property, whether or not improved, and whether or not as principal or as a broker for the account of others; to erect, or cause to be erected, on any such real property owned, held or occupied by the corporation, buildings or other structures, with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any such real property; to encumber or dispose of any such real property or interest thereon and any building or other structures and any stores, shops, suites, rooms or any part of any buildings or other structures at any time owned or held by the corporation; and to buy, construct, own, hold, operate, manage, lease, sell, encumber or otherwise deal with or dispose of water supply, filtration and purification facilities;

- (b) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation;
- (c) To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;
- (d) To manufacture, purchase or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of; and to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description.
- (e) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation;
- (f) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;
- (g) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while

owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

- (h) To purchase, sell and transfer shares of its own capital stock;
- (i) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;
- (j) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers
 conferred by the laws of Florida upon corporations formed under
 the general corporation acts of the State of Florida, and any
 amendments thereto, and to do any and all things hereinbefore
 set forth to the same extent as a natural person might or could
 do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 6,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

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shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV

Capital To Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred Dollars (\$500.00).

ARTICLE V

Existence of Corporation

In accordance with §608.04, Florida Statutes, the existence of this corporation shall commence on the date of filing and shall thereafter be perpetual.

ARTICLE VI

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Principal Office

The principal office of this corporation shall be located at 5758 54th Avenue North, Kenneth City, Florida, but the corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than two (2) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The names and street addresses of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified, are:

Name

Address

Sherwin P. Simmons

220 Madison Street Tampa, Florida

Susan E. Wallace

220 Hadison Street Tampa, Florida

ARTICLE IX

Subscriber

The name and street address of the subscriber to these Articles of Incorporation is:

Name

Address

Sherwin P. Simmons

220 Madison Street Tampa, Florida

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation,

or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a part; to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

By-laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

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 statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

Shorwin D. Cimmons

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this \mathcal{G}^{2} day of June, 1973, personally appeared SHERWIN P. SIMMONS, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

NOTARY PUBLIC

My Commission Expires: New York Sale of Floride of Laten My Commission Charles Apr. 23, 1972 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That ANI CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Kenneth City, County of Pinellas, State of Florida, has named SHERWIN P.

SIMMONS, located at 220 Madison Street, Suite 1000, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

Resident Agent

A-272

Agreement of Merger among ANI CORPORATION,
CLEARVIEW OARS, INC., (B1694), GOODYEAR DEVELOPMENT
AND INVESTMENT COMPANY, (A-68219), INA CORPORATION,
(A-82919), JANET CORPORATION, (A-87370) KENNETH
CORPORATION, (a-82918), LESROE CORPORATION,
(A97313), MERNA LAND COMPANY, (A-70607), MODERN AMERICAN,
HOMES, INC., (A-66525), PAUL LAND CORPORATION,
(B-263), and SHERYL CORPORATION, (B-221),
all Florida Corporations, merging into and under all Florida corporations, merging into and under

the name of ANI CORPORATION, the continuing corporation, and ANI CORPORATION, changing its corporate name to JANET LAND CORPORATION, a corporation organized and existing under the Laws of the State of Florida, filed on the 27th day of June, A. D., 1973

4-28872 - A ANI CORPORATION

FILED IN OFFICE OF DEPARTMENT. OF STATE STATE OF FLORIDA.

> RICHARD (DICK) STONE SECRETARY OF STATE

TRENAM, SIMMONS, KEMKER, SCHARF & BARKIN ATTORNEYS AT LAW

JOHN J. THENAM SHERWIN A SIMMONS ----LEBUIE DUBENAME MARVIN E.BARNIN WILLIAM C. FRYE ALBERT C.ONEILLID. HAROLD M. MULLISLUR. CHCIERTE & MOIRAM FRED W POPE,JP. ANLEIGH ENIGHT CEWADSAI CBEUM CASTELLO FRANK & BIEP IN S STENEN PPEIFFER WALCOUNTY, MENAT

1000 FIRST PEREPAL BLDD.

B. O. BOX HOS

TAMPA, FLORIDA 33801

16/56HOME 10131 523-2305

June 26, 1973

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Secretary of State State of Florida Tallahassee, Florida 32304

> (1) Merger of 6 corporations Re: with and into David Land

> > Corporation;

(2) Merger of 10 corporations with and into Ani Corpo-

ration.

Dear Ms. Still:

Enclosed for filing are originals and two copies eath of two Agreements of Merger. In the first merger, six corporations will be merging with and into David Land Corpora வெ such merger to be effective as of 6:00 P.M., after the close of business, on June 30, 1973. In the second merger, text corporations will be merging with and into Ani Corporation, a such merger to be effective as of 9:00 P.M., after the close of business, on June 30, 1973.

Please note that the authorized capitalization of David Land Corporation will be increased as a result of the first merger to 5,000,000 shares of common stock, par value \$.01 per share. Consequently, an additional filing tax in the amount of \$180.00 is required; i.e. \$200.00 less a credit of \$20.00 for filing tax paid with respect to shares authorized at the time of incorporation which are included in this included in

creased capitalization. Also, please note that with respect to the second m no additional filing tax is required because the author capitalization of the surviving corporation remains unc

as a result of this merger.

6-30-73 6:100 pm

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TOTAL 220
BALANCE DUE
REFUND 180.00

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Ms. Sharon Still Office of Secretary of State June 26, 1973

Page Two

With respect to the filing of these Agreements of Merger, our enclosed check covers the cost of the following items:

Filing Fees Charter Tax Certificates of Merger Certified Copies Fees \$ 30.00 (\$15 per Agreement) 180.00 (first merger) 10.00 (1 for each merger)

40.00 (1 for each merger)
40.00 (2 certified copies for each Agreement)

Total

\$260.00

We will appreciate your filing the Agreements of Merger and sending us two (2) certified copies of each Agreement of Merger and one (1) Certificate of Merger for each merger. Thank you for your kind assistance.

Sincerely,

all e. c. sull 1

Albert C. O'Neill, Jr.

UN 27 3 30 PH "7 SECRETARY OF STATE FALLAHASSEE, FLORIO

ACO:mc Enclosures

STATE OF FLORIDA



Bepartment of State

THE CAPITOL TAILAMASSEE 37304

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Albert C. O'Molli, Jr., Denuire Post Chrico Box 1172 Tanga, Florido 33601 ROY L. ALLEN, DIRECTOR DIVISION OF CORPORATIONS 904/488-3140 (TWX) 810/931-3077

June 28, 1973

Subject: '	Kannani.	agraement
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A refund for \$ 100 is enclosed for the reason checked:

1. Withdrawal of charter. 2. Overpayment of filing fee. 3. Charter not of record in this office 4. Overpayment of certification fee. 5. Filing fee previously paid. 6. No fee required. 7. No response to our letter of 8. Overpayment of charter tax. 9. Comments:

If you have any questions regarding this matter, please let us know.

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REQUISITION FOR REFUND

This money was originally received per validator stamp as follows:

6/27/73	<u> </u>	<u> </u>		23.95
Date	Validation No.	Machine No.	Dept. No.	Amount
Øħ.	Request	ed by:	•	
		(He	ad of Depart	ment)
	For use by	Fiscal Departme	nt	
Paid by Revo	lving Fund Check N	0		·
Dated		Amount		

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 26th day of June, 1973, made by and among ANI CORPORATION (the "Surviving Corporation") and CLEARVIEW OAKS, INC., GOODYEAR DEVELOPMENT AND INVESTMENT COMPANY, INA CORPORATION, JANET CORPORATION, KENNETH CORPORATION, LESROE CORPORATION, MERNA LAND COMPANY, MODERN AMERICAN HOMES, INC., PAUL LAND CORPORATION and SHERYL CORPORATION (collectively the "Merging Corporations" or individually a "Merging Corporation"), each being corporations organized and existing under the laws of the State of Florida. The Surviving and Merging Corporations are sometimes hereinafter collectively referred to as the "Constituent Corporations" or individually as a "Constituent Corporations" or individually as a "Constituent Corporations" or individually as a "Constituent Corporations"

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent of the Corporations deem it advisable and generally to the welfare of the corporations and their respective stockholders that the Merging Corporations be merged with and into the Surviving Corporation, and that the Surviving Corporation merge the Merging Corporations into itself, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the Surviving Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on June 20, 1973, has an authorized capitalization of 6,000 shares of common stock, par value \$1.00 per share, of which 500 shares of common stock are now issued and outstanding, all being cwned by ON TOP OF THE WORLD, INC.; and

WHEREAS, DAVID LAND CORPORATION (whose name will be changed to ON TOP OF THE WORLD, INC. prior to the effectiveness of this merger and will hereinafter be referred to as "ON TOP OF THE WORLD, INC."), by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on February 26, 1957, and as it will hereafter be amended prior to the effectiveness of this merger, will have an authorized capitalization of 5,000,000 shares of common stock, par value \$.01 per share, of which 125,834 shares will be issued and outstanding prior to the effectiveness of this merger, with 874,166 of such shares to be issued and delivered to the Surviving Corporation as a capital contribution prior to such effectiveness; and

WHEREAS, the dates on which the Certificates of Incorporation of the Merging Corporations were filed by the Secretary of State of the State of Florida, the authorized capitalization, the number of shares of capital stock issued and outstanding and the par value of such shares in respect of each of the Merging Corporations are, respectively, as follows:

<u>Name</u>		ate d		Authorized Capital Stock	Par Value Per Share	Issued Capital Stock
Clearview Oaks, Inc.	Nov.	5,	1958	50 shares	\$100	50 shares
Goodyear Development and Investment Company	Mar.	6,	1952	50 shares	\$100	6 shares
Ina Corporation	Jan.	24,	1955	10 shares	\$100	10 shares
Janet Corporation	Aug.	26,	1955	50 shares	\$100	5 shares
Kenneth Corporation	Jan.	24,	1955	10 shares	\$100	10 shares
Lesroe Corporation	Nov.	2,	1956	10 shares	\$100	10 shares
Merna Land Company	Sept.	30,	1952	50 shares	\$100	5 shares
Modern American Homes, Inc.	Sept.	26,	1951	50 shares	\$100	5 shares
Paul Land Corporation	Feb.	26,	1957	10 shares	\$100	·10 shares
Sheryl Corporation	Feb.	25,	1957	10 shares	\$100	10 shares

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Merging Corporations merge themselves into the Surviving Corporation and that the Surviving Corporation merge the Merging Corporations into itself pursuant to the provisions of the laws of the

State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

ARTICLE I

The Merging Corporations shall be and they hereby are merged into the Surviving Corporation, and the Surviving Corporation shall and it does hereby merge the Merging Corporations into itself. The Surviving Corporation shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE II

The facts required to be set forth in the Articles of Incorporation of a corporation incorporated under the laws of the State of Florida and which are hereby stated to be applicable in the case of the merger provided for in this Agreement are as follows:

1. NAME: The name of the corporation shall be:

JANET LAND CORPORATION

2. BUSINESS, OBJECTS OR PURPOSES: The general nature of the business to be transacted by the corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) To engage in the general business of buying, holding, selling, improving, leasing, mortgaging, exchanging or otherwise acquiring, disposing of or dealing with interests in real property, whether or not improved, and whether or not as principal or as a broker for the account of others; to erect, or cause to be erected, on any such real property owned, held or occupied by the corporation, buildings or other structures with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any such real property; to encumber or dispose of any such real property or interest therein and any buildings or other structures and any stores, shops, suites, rooms or any part of any buildings or other structures at any time owned or held by the corporation; and to buy, construct, own, hold, operate, manage, lease, sell, encumber or otherwise deal with or dispose of water supply, filtration and purification facilities;
- (b) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the corporation;
- (c) To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform;
- (d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;
- (e) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation;
- (f) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

- (g) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
- (h) To purchase, sell and transfer shares of its own capital stock;
- (i) To acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder;
- (j) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of the corporation.

3. CAPITAL STOCK:

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 6,000 shares of common stock, par value \$1.00 per share. Each share of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called

for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

- (b) In the election of directors of the corporation there shall be no cumulative voting of the stock entitled to vote at such election.
- shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase shares of any class of stock of the corporation, issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted, but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.
- 4. CAPITAL TO BEGIN BUSINESS: The amount of capital with which the corporation will begin business will be not less than \$500.
- 5. EXISTENCE OF CORPORATION: The corporation shall have perpetual existence.

- 6. PRINCIPAL OFFICE: The principal office of the corporation shall initially be located at 5758 54th Avenue North, Kenneth City, Florida, but the corporation shall have the power to change the location of the principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.
- 7. BOARD OF DIRECTORS: There shall be a Board of Directors for the corporation which shall consist of not less than two (2) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of the corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders.
- 8. FIRST BOARD OF DIRECTORS: The names and street addresses of the members of the first Board of Directors after the effectiveness of this Agreement of Merger, who shall serve until their respective successors shall have been elected and qualified or until their earlier death, resignation or removal, are:

Address Name 5758 54th Avenue North Sidney Colen Kenneth City, Florida 5758 54th Avenue North Ina Colen Kenneth City, Florida 33709 5758 54th Avenue North

Kenneth City, Florida

Raymond J. Funk

TRANSACTIONS WITH CORPORATIONS: No contract or other transaction between the corporation and any other corporation, and no other contract or transaction of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of the corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or member of such firm, or not so interested.

10. BY-LAWS:

- (a) The power to adopt the by-laws of the corporation, to alter, amend or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of the corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of the stockholders.
- (b) The by-laws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this state or of the United States.
- 11. AMENDMENT OF ARTICLES OF INCORPORATION: 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 described by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

On the effectiveness of the merger, the Certificate of Incorporation of the Surviving Corporation shall be deemed to be amended as provided above and, as so amended, shall serve as the Certificate of Incorporation of the Surviving Corporation, until altered or amended as therein provided and as provided by law.

ARTICLE III

The manner and the basis of paying for the outstanding shares of capital stock of each of the Constituent Corporations on the basis of fair values assigned to said outstanding shares shall be as follows:

- (a) On the effectiveness of the merger, each outstanding share of the common stock, par value \$1.00 per share, of the Surviving Corporation (as such shares exist prior to the effectiveness of the merger) shall, by virtue of the merger, remain unchanged.
- (b) Each share of the capital stock of each individual Merging Corporation outstanding on the effective date of the merger shall, by virtue of the merger and without further action on the part of the holders thereof, become shares of the common stock, par value \$.01 per share (as such shares then exist), of ON TOP OF THE WORLD, INC. as follows:

Name of Corporation	Number of Shares
Clearview Oaks, Inc.	2276.12
Goodyear Development and Investment Company	33870.33
Ina Corporation	10550.00
Janet Corporation	8065.80
Kenneth Corporation	B643.00
Lesroe Corporation	3606.60
Merna Land Company	32300.00
Modern American Homes, Inc.	15191.00
Paul Land Corporation	3434.00
Sheryl Corporation	1701.80

(c) No fractional share or shares of the common stock of ON TOP OF THE WORLD, INC., and no certificate or certificates or scrip therefor, will be issued in connection with the merger. No holder of fractional share interest or interests will be entitled to voting, dividend or any other rights as a stockholder with respect to such fractional interest or interests. In the event the calculation of the aggregate number of shares deliverable to and for the account of any former holder of the common stock of any of the Merging Corporations would otherwise result in such holder being entitled to a fraction of a share, the number of shares shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full share if such fraction is less than one-half.

- (d) As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of stock of each of the Merging Corporations shall be entitled, upon surrender to the Surviving Corporation of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of common stock of ON TOP OF THE WORLD, INC. into which the shares of common stock of each of the Merging Corporations theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.
 - (e) Until presentation and surrender of his certificate or certificates theretofore representing shares of the common stock of an individual Merging Corporation to be exchanged for certificates representing shares of the common stock of ON TOP OF THE WORLD, INC., the holder of such Merging Corporation's stock certificates shall not be entitled to payment of any dividends declared by ON TOP OF THE WORLD, INC., but such dividends shall be held for the account of such holder until presentation and surrender of his said certificate or certificates in accordance with the provisions of paragraph (d) of this Article.

ARTICLE IV .

The terms and conditions of the merger and the mode of carrying it into effect are as follows:

- (a) Until altered, amended or repealed as therein provided, the by-laws of the Surviving Corporation as in effect on the effective date of the merger shall be and remain the by-laws of the Surviving Corporation.
- (b) The officers of the Surviving Corporation on the effective date of the merger shall be and remain the officers of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified or until their earlier death, resignation or removal.
- (c) The Surviving Corporation shall pay for the expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.
- (d) None of the Constituent Corporations shall issue or sell, or issue rights to subscribe to, any shares of their capital stock or shall declare any dividends on their capital stock prior to the effective date of the merger.
- (e) Upon the date when this merger shall become effective(i) the separate existence of the Merging Corporations shall ceaseand the Merging Corporations shall be merged with and into the

Surviving Corporation in accordance with the provisions of this Agreement; (ii) the capital stock of the Constituent Corporations shall be converted in accordance with Article III of this Agreement; (iii) the Surviving Corporation in the merger shall possess all the rights, privileges, powers and franchises, of both a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; all property, real, personal and mixed, causes of action and other assets of the Constituent Corporations shall be vested in the surviving corporation; all property, rights, privileges, powers, franchises and each and every other interest shall thereafter be as effectually the property of the Surviving Corporation as they were of the Constituent Corporations prior to the effective date of the merger; the title to any real estate, whether by deed or otherwise, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired; and, all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

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or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merging Corporations, the proper officers and directors of the Merging Corporations shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the purposes of this Agreement of Merger.

ARTICLE V

The Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this Agreement which may be contained in the Certificate of Incorporation of a corporation organized under the laws of the State of Florida in the manner now and hereafter prescribed by the laws of such State, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VI

- (a) Upon the approval of this Agreement and the merger contemplated herein by the stockholders of the Constituent Corporations in accordance with the laws of the State of Florida, an executed copy of this Agreement shall be filed with the Secretary of State of the State of Florida.
- (b) Upon the approval of this Agreement by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this merger shall be effective as of 9:00 P.M., after the close of business, on June 30, 1973.

ARTICLE VII

In order to facilitate the filing and recording of this Agreement, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations caused this Agreement to be executed in accordance with the laws of the State of Florida and their respective corporate seals affixed hereto.

ATTEST:	ANI CORPORATION
[SEAL] Georgia N. Haas, Secretary	Sidney Colen Raymond J. Funk A Majority of the Board of Directors
ATTĖST:	CLEARVIEW OAKS, INC.
[SEAL] Secretary Georgia (). Haas, Secretary	By: Sidney Colen Raymond J. Pank A Majority of the Board of Directors
ATTEST:	GOODYEAR DEVELOPMENT AND INVESTMENT COMPANY
[SEAL] Jerra Jan Georgia N. Haas, Secretary	Sidney Colen Raymond J. Funk
	A Majority of the Board of Directors

INA CORPORATION ATTEST: [SEAL] A Majority of the Board of Directors JANET CORPORATION ATTEST: [SEAL] Sidney Colen A Majority of the Board of Directors ATTEST: KENNETH CORPORATION [SEAL] A Majority of the Board of Directors LESROE CORPORATION ATTEST: [SEAL]

A Majority of the Board of Directors

ATTEST: MERNA LAND COMPANY [SEAL] A Majority of the Board of Directors ATTEST: MODERN AMERICAN HOMES, INC. [SEAL] Georgia N. Haas, Secretary Baymond J. Funk A Majority of the Board of Directors ATTEST: PAUL LAND CORPORATION [SEAL] Georgia/N. Haas, Secretary A Majority of the Board of Directors ATTEST: SHERYL CORPORATION [SEAL]

A Majority of the Board of Directors

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER BY ANI CORPORATION

I, Georgia N. Haas, Secretary of ANI CORPORATION, a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary and under the seal of said corporation; that the Agreement of Merger to which the Certificate is attached, after having been first duly executed on behalf of said corporation and after having been duly executed on behalf of CLEARVIEW OAKS, INC., GOODYEAR DEVELOPMENT AND INVESTMENT COMPANY, INA CORPORATION, JANET CORPORATION, KENNETH CORPORATION, LESROE CORPORATION, MERNA LAND COMPANY, MODERN AMERICAN HOMES, INC., PAUL LAND CORPORATION and SHERYL CORPORATION (the "Merging Corporations"), each being a corporation organized and existing under the laws of the State of Florida, and after the approval by resolution of such Agreement of Merger by the Board of Directors of this corporation, was duly submitted to the stockholders of this corporation, at a special meeting thereof duly noticed and called separately for the purposes of considering such Agreement of Merger in accordance with the laws of the State of Florida; that all of the outstanding stock of the corporation was present at the meeting; and that the holders of all of the outstanding capital stock voted in favor of said Agreement of Merger; and that the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of ANI CORPORATION and as the act of said corporation.

WITNESS my hand and the seal of ANI CORPORATION this 26th day of June, 1973.

Haas, Secretary

[SEAL]

JOINT CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER BY THE MERGING CORPORATIONS

I, Georgia N. Haas, Secretary of CLEARVIEW OAKS, INC., GOODYEAR DEVELOPMENT AND INVESTMENT COMPANY, INA CORPORATION, JANET CORPORATION, KENNETH CORPORATION, LESROE CORPORATION, MERNA LAND COMPANY, MODERN AMERICAN HOMES, INC., PAUL LAND CORPORATION and SHERYL CORPORATION (the "Merging Corporations"), each being a corporation organized and existing under the laws of the State of Florida, hereby certify, as the Secretary of each of the respective Merging Corporations and under the seals of the Merging Corporations, that the Agreement of Merger to which the Certificate is attached, after having been first duly executed on behalf of each of the Merging Corporation and after having been duly executed on behalf of ANI CORPORATION, a corporation organized and existing under the laws of the State of Florida and the Surviving Corporation in the merger, and after the approval by resolution of such Agreement of Merger by each of the Boards of Directors of the Merging Corporations, was duly submitted to the stockholders of each of the Merging Corporations, at special meetings thereof duly noticed and called separately for the purposes of considering such Agreement of Merger in accordance with the laws of the State of Florida; and all of the outstanding stock of each of the Merging Corporations was present at each of the meetings; and that the holders of all of the outstanding capital stock of each of the Merging Corporations voted in favor of said Agreement of Merger; and that the Agreement of Merger was at said meetings duly adopted as the act of the stockholders of each of the Merging Corporations and as the acts of said corporations.

WITNESS my hand and the seals of the above named Merging Corporations this 26th day of June, 1973.

Seargin D. Hand

Georgia N/Haas, Secretary

GOODYEAR DEVELOPMENT AND INVESTMENT

COMPANY

Georgia X Haas, Secretary

[SEAL]

[SEAL]

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[SEAL]	Georgia N. Haas, Secretary
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[SEAL]	Georgia N. Haas, Secretary
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[SEAL]	Georgia N. Haas, Secretary
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	SHERTL CORPORATION
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(のかって)	Coordia/N. Haas. Secretary

The foregoing Agreement of Merger having been duly executed and approved by each of the Constituent Corporations in accordance with the laws of the State of Florida, and that fact having been certified by the Secretary of each Constituent Corporation, the President and Secretary of each Constituent Corporation a party to said Agreement of Merger do now and hereby execute the said Agreement under the seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of the Constituent Corporations on this 26th day of June, 1973.

3	CO TO	CC	ጥ	

[SEAL]

Georgia W. Haas, Secretary

ATTEST:

[SEAL]

Georgia N/ Haas, Secretary

ATTEST:

[SEAL]

Georgia N. Haas, Secretary

CLEARVIEW OAKS, INC.

ANI CORPORATION

By: Sidney Colen, President

GOODYEAR DEVELOPMENT AND INVESTMENT

COMPANY

Sidney Colon, President

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ATTEST:	INA CORPORATION By: Audie De
[SEAL] Georgia W. Haas, Secretary	Sidney Colem, President
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ATTEST: [SEAL]	By: Sidney Colen, President
Georgia N. Haas, Secretary	· .
ATTEST:	By: Sidney Colon President
[SEAL] Secretary Georgia N. Haas, Secretary	Sidney Colen/President
ATTEST:	MERNA LAND COMPANY By: Coluly Cole
[SEAL]	Sidney Colen, President

Georgia N. Haas, Sccretary

ATTEST: E

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Georgia M. Haas, Secretary

ATTEST:

[SEAL]

Georgia A. Haas, Secretary

ATTEST:

[SEAL]

Georgia N. Haas, Secretary

MODERN AMERICAN HOMES JINC.

By: July Olo

PAUL LAND CORPORATION

By: Sidney Colen, President

SHERYL CORPORATION

Sidney Coler, Presiden

STATE OF FLORIDA COUNTY OF PINELLAS

On this 26th day of June, 1973, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared SIDNEY COLEN and GEORGIA N. HAAS, known to me to be the President and Secretary, respectively, of ANI CORPORATION, CLEARVIEW OAKS, INC., GOODYEAR DEVELOPMENT AND INVESTMENT COMPANY, INA CORPORATION, JANET CORPORATION, KENNETH CORPORATION, LESROE CORPORATION, MERNA LAND COMPANY, MODERN AMERICAN HOMES, INC., PAUL LAND CORPORATION and SHERYL CORPORATION, each being a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that they have executed the foregoing instrument in their capacities as officers of each of said corporations as the free act, deed and agreement of each of said corporations.

IN WITNESS WHEREOF, I have set my hand and seal of office the day and year aforesaid.

Notary Public

My Commission Expires:

Notary Public, State of Florida at Large My Commission Expires APRIL 5, 1976

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THE FILING FEE FOR THE 1978 ANNUAL REPORT IS \$10.

STATE OF FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS ARE FILED CORPORATION ANNUAL REPORT 1978 Bruce A: Smether Secretary of State THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE (Form COR 620) 12-1-7 READ NOTICE AND INSTRUCTIONS ON OTHER STOP AT ENTRIES Enter Change of Address of Corporation Principal Office P.O. Box Number Alone is 1807 Sufficient. 1. Name and Address of Corporation Principal Office JANET LAND Street Address F428872 CORPORATION 5758 54TH AVE. NORTH P.O. Box No. ST. PETERSBURG, FL. 33709 City 70 Code State If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code. FER 21 78 -2 5. Date of Federal Employs 3. Date incorporated or Qualified Identification Number Last Report 1977 59-1468335 To Do Business in Florida 606/20/1973 6... Names and Street Addresses of Each Officer and Director Street Address of Each City and State Directo Names of Officers Officer and Directo Title LE. (Do NOT Up Post Office Box Numbers) and Directors ST. PETERSBURG, FL 5758 SATH AVE NORTH DIR CBLEN, SIDNEY ST. PETERSBURG, FL SASE SATHEANE. NORTH DIRA FUNK, RAYMOND ST. PETERSBURG, FL 5758 54TR AVEL NORTH SEC HAAS, GEORGIA ST. PETERSBURGS FL STERSATH LAVE . NORTH DIR COLEN, INA A. Street Address (Do NOT Use P.O. Box Number) 7. Registered COLEN, SIDNEY Apent . City, State and Zip Code Information ST.PETERSBURG, FL. 33709 Street Address (Do NOT Use P.O. Box Hutther) Name If you with to change Registered Agent on City, State and Zip Code." this form; enter all . new information here. 8. An officer of the Corporation must sign this report. This report must be signed by one of the following: The President, Vice President, Secretary, Assistant Secretary or Tressurer or if the Corporation is in the hends of a receiver or trustee, shall be executed on behalf of the Corporation by the receiver or trustee: No Other Titles Will Be Accepted, Your Report Will Be Returned If it Dose NOT Beer An Authorized Signature I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I further Cartify That I Understand My Signature On This Report Shall Have the Same Legal Effect As If Made Under Oath. Telephone Number Title Typed Name of Signing Officer 813)。51山-2502 President Sidney Colen 1/12/78

NOTE: THE FILING FEE FOR THE 1978 ANNUAL REPORT IS \$10.

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Mames of Officers and Directors	Tive	Street Address of Offiler and Direc (Do NOT Use Post Office S	r-to-c	City and State
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COLENA, INA A.	D	5758 54TH AVE.	NORTH	
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Registered Agent Information	<u> </u>			If you wish to change Registered Agent on this form, enter all new Information below.
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755 54TH AVE. NORTH	.			tree! Address (Do NGT tree P.O. Box Number)
T.PETERSBURG, FL.		33769	[c	uly, State and Zip Code
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ed Name of Signing Officer		Title	.	Telephone Number
Sidney Colen	2 [],	President	· :	813 514 2502
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DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR TO PART WE'R IN THIS SPACE

CORPORATION ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE George Firestone
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DIVISION OF CORPORATIONS

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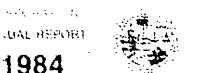
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D 5758 S4TH AVE. NORTH ST. PETERSBURG, FL. COLEN. SIDNEY FUNK, RAYMOND J ST. PETERSBURG. FL. 5758 SATH AVE. NORTH HAAS, GEORGIA ST. PETERSBURG. FL. .5758 SYTH AVE. NORTH COLEN, INA A. Registered Agont Information COLEN, SIDNEY 5756 54TH AVE - NORTH \$3.00 additional fee required for Registered Agent changes.

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FLORIDA PROFIT CORPORATIONS .

JANET LAND CORPORATION (Document #428872)

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Surviving Document Number: 200264

File Date: December 29, 1986