

DEC. 29. 2005 2:22PM

GREENBERG TRAUER

NO. 462 P. 1

H 15528

Florida Department of State
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BASIC AMENDMENT

ON TOP OF THE WORLD, GOLF CLUB, INC.

Certificate of Status	0
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Amended & Restated
Art.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ON TOP OF THE WORLD, GOLF CLUB, INC.

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

1. The name of the Corporation is ON TOP OF THE WORLD, GOLF CLUB, INC. The name under which the Corporation was incorporated on August 7, 1984 was ON TOP OF THE WORLD, GOLF CLUB, INC.

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

3. The terms and provisions of these Amended Articles were adopted and affirmatively approved by all of the members of the Board of Directors of the Corporation by written consent executed and effective as of the 1st day of July, 2004.

4. The terms and provisions of these Amended Articles were affirmatively adopted and approved by the holders of all the issued and outstanding shares of all capital stock of the Corporation by written consent executed and effective as of the 1st day of July, 2004.

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

ARTICLE I - NAME

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

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

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

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of \$1.00 per share.

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ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is 7243 Brian Dairy Road, Largo, Florida 33777, and the registered agent of this Corporation at that address is Gerald R. Colen, Esq.

ARTICLE V - INDEMNIFICATION

This 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 this Corporation.

ARTICLE VI - AMENDMENT

The provisions of these Articles of Incorporation may be amended, altered, changed or repealed in any manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 21st day of December, 2005.

By: _____

Kenneth D. Colen, President

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That ON TOP OF THE WORLD GOLF CLUB, INC., organized under the laws of the State of Florida with its registered office, as indicated in the Amended and Restated Articles of Incorporation, at 7243 Brian Dairy Road, Largo, Florida 33777, has named Gerald R. Colen, Esq. as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for this Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: December 22, 2005


Gerald R. Colen, Registered Agent

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