

TRANSMITTAL LETTER

P00000026329

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: OCALA INVESTMENT PARTNERS, INC.
(Proposed corporate name - must include suffix)

100003162931--3
-03/08/00--01101--015
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: J. R. HAMMETT
Name (Printed or typed)

5353 SW COLLEGE ROAD
Address

OCALA, FL 34474
City, State & Zip

(352) 861-2000
Daytime Telephone number

FILED
00 MAR - 8 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

NO COPY

S. Thompson MAR 14 2000

ARTICLES OF INCORPORATION

OF

Ocala Investment Partners, Inc.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Ocala Investment Partners, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The general purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida, as well as to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. The Corporation may acquire and hold stock in any corporation; engage in joint ventures and partnerships, as a limited or general partner; acquire, own hold, manage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of capital stock with a par value of \$1.00 which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V

PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the initial principal office of the Corporation is: 5353 SW College Road, Ocala, Florida 34474. The mailing address of the Corporation shall be 5353 SW College Road, Ocala, Florida 34474.

ARTICLE VI

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office and the name of its original registered agent at such address is:

J. Randall Hammett
5353 SW College Road, Ocala, Florida 34474
County of Marion

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of the Corporation are:

Robert V. Yeager, 2326 Southeast 19th Circle, Ocala, Florida 34471
J. Randall Hammett, 5353 SW College Road, Ocala, Florida 34474

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

J. Randall Hammett, 5353 SW College Road, Ocala, Florida 34474

ARTICLE X

CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the Corporation, but By-Laws made by the Board may be altered or repealed and new By-Laws made, by the stockholders.

ARTICLE XI

SMALL BUSINESS CORPORATION

This Corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this Corporation shall adopt a Section 1244 offering plan.

ARTICLE XII

AMENDMENT

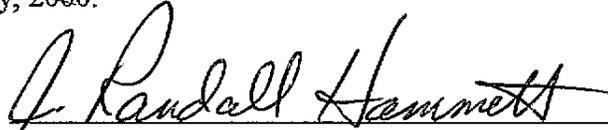
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

COMMENCEMENT

The date and time of the commencement of corporate existence shall be effective with the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these articles of Incorporation this 3rd, day of ^{March} ~~February~~, 2000.



J. RANDALL HAMMETT
INCORPORATOR

STATE OF FLORIDA
COUNTY OF Citrus

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. Randall Hammett, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of ^{March} ~~February~~, 2000.



Notary Public
State of FL at Large

My Commission Expires:



**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 Act.

That Ocala Investment Partners, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ocala, County of Marion, State of FL, has named **J. Randall Hammett**, located at 5353 SW College Road, Ocala, Florida 34474, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relating to keeping open said office.

By: 
J. Randall Hammett
Registered Agent

FILED
00 MAR -8 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA