CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Signature		Fictitious Owner Search Vehicle Search
Requested by:	<u> </u>	UCC 1 or 3 File UCC 11 Search SANTH MAY 2 5 2000
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ARTICLES OF INCORPORATION OF CLUB UTOPIA OF OCALA, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CLUB UTOPIA OF OCALA, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT DESIGNATION AND ACCEPTANCE

The name of the initial registered agent of this Corporation is J. WARREN BULLARD whose post office mailing address and street address are 18 N.W. Third Avenue, Ocala,

LAW OFFICES OF
J. Warren Bullard, P.A.
18 N.W. 3RD AVENUE
OCALA, FLORIDA 34475
(352) 732-5900

FL 34475, who has signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by §607.0501, Florida Statutes.

ARTICLE VII - THE INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially.

The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation are:

WINSTON ROYCE COMEAUX 3101 S.W. 34th Avenue Building 905-332 Ocala, FL 34474

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the Corporation's principal office is: 56 S.E. 1st Avenue, Ocala, FL 34471, and the mailing address of the Corporation is: 3101 S.W. 34th Avenue, Building 905-332, Ocala, FL 34474.

ARTICLE IX - SUBSCRIBER AND INCORPORATOR

The name and address of the initial Subscriber to the Corporation's stock and the person signing as the Incorporator of CLUB UTOPIA OF OCALA, INC., are as follows:

> J. WARREN BULLARD 18 N.W. Third Avenue Ocala, FL 34475

The undersigned Incorporator has executed these Articles of Incorporation this 22,00 day of May, 2000.

WARREN BULLARD

LAW OFFICES OF J. Warren Bullard, P.A. 18 N.W. 3RD AVENUE OCALA, FLORIDA 34475 (352) 732-5900

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CLUB UTOPIA OF OCALA, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 22 2 day of May, 2000.

J. WARREN BULLARD Registered Agent

00 HAY 23 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LAW OFFICES OF J. Warren Bullard, P.A. 18 N.W. 3RD AVENUE OCALA, FLORIDA 34475 (352) 732-5900