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June 23, 2000

VIA CERTIFIED MAIL

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800003305418--2
-06/26/00-01156-006
*****78.75 *****78.75

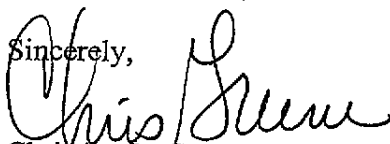
Re: Articles of Incorporation of Moon Lake Estates Holding Company
Our File: 99999-0100

Ladies and Gentlemen:

In connection with the above enclosed is the original Articles of Incorporation with regard to the above, together with a check payable to be Florida Department of State in the amount of \$78.75 representing the filing fee and certified copy of the Articles.

Please return the certified copy of the Article to the undersigned in the enclosed self-addressed return envelope.

Thank you for your assistance in this regard and should you have the questions please call me collect immediately.

Sincerely,

Christine L. Greene,
Paralegal

CLG/mw
Enclosure

cc: Jeffrey Drew Butt, Esquire (w/o encl.)

ARTICLES OF INCORPORATION

OF

MOON LAKE ESTATES HOLDING COMPANY

The undersigned, acting as incorporator of MOON LAKE ESTATES HOLDING COMPANY under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is: **MOON LAKE ESTATES HOLDING COMPANY.**

ARTICLE II. COMMENCEMENT OF EXISTENCE

The Corporation's existence shall be deemed to have commenced upon the filing of these Articles of Incorporation pursuant to Florida Statutes, 607.1801(4).

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$.01 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 401 E. Jackson St., 27th Floor, Tampa, FL 33602. The Corporation's initial registered agent at the registered office is Jeffrey Drew Butt.

ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office of the Corporation is 401 E. Jackson St., 27th Floor, Tampa, FL 33602.

Prepared By:

Jeffrey Drew Butt, Esquire
Florida Bar No. 0833304
Jackson St., 27th Floor, Tampa, FL 33602
Tampa, FL 33602
(813) 222-6616
TPA:157078:1

FILED
00 JUN 26 AM 8:40
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jeffrey Drew Butt	c/o Ruden, McClosky, Smith, Schuster & Russell, P.A. 401 E. Jackson St., 27th Floor Tampa, FL 33602

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jeffrey Drew Butt	c/o Ruden, McClosky, Smith, Schuster & Russell, P.A. 401 E. Jackson St., 27th Floor Tampa, FL 33602

ARTICLE IX. NATURE OF BUSINESS

The general nature of the business of this Corporation is to transact any and all lawful business.

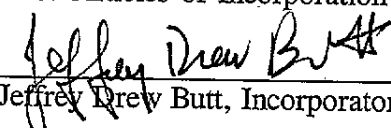
ARTICLE X. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the board of directors may not amend or repeal any bylaw (i) if the power to adopt, alter, amend or repeal such bylaws is reserved within the Articles of Incorporation, (ii) if the shareholder states specifically that such bylaw is not subject to amendment or repeal by the Board of Directors, or (iii) if the adoption, alteration, amendment or repeal of such bylaw either establishes, amends, or deletes a super-majority shareholder quorum or voting requirement.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Articles IX and X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of June, 2000.



Jeffrey Drew Butt, Incorporator

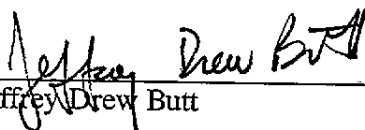
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: MOON LAKE ESTATES HOLDING COMPANY
2. The name and address of the registered agent and office is:

Jeffrey Drew Butt
c/o Ruden, McClosky, Smith, Schuster & Russell, P.A.
401 E. Jackson St., 27th Floor
Tampa, FL 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jeffrey Drew Butt

Date: June 21, 2000

FILED
00 JUN 26 AM 8:40
STATE OF FLORIDA
TALLAHASSEE, FLORIDA