

PAUL C. SCHERER
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August 10, 2000

Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

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Re: Articles of Incorporation for Main Line Hunt Club, Inc.

Dear Sir/Madam:

Please find enclosed along with this letter an original and a copy of the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$70.00. Please enclose a copy to me in the enclosed self-addressed, postage prepaid envelope so I will know when the incorporation is accomplished.

Thank you for your assistance in this matter. If you have any questions please contact me.

Sincerely,


Paul C. Scherer

PCS/tab
Enclosures

FILED
00 AUG 14 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 18 2000

ARTICLES OF INCORPORATION
OF
MAIN LINE HUNT CLUB, INC.

FILED
00 AUG 14 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be MAIN LINE HUNT CLUB, INC.

ARTICLE II: TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III: NATURE OF BUSINESS

The general purposes for which the corporation is organized is for any legal purpose under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 2,000 shares.

The shares shall be of a single class and have a par value of One Dollar(\$1.00).

ARTICLE V: CORPORATE ADDRESS

The street address of the organization is 2255 Fifth Avenue North, St. Petersburg, Florida 33713.

ARTICLE VI: REGISTERED AGENT AND ADDRESS

The name of its registered agent is PAUL C. SCHERER. His address is 2255 Fifth Avenue North, St. Petersburg, FL 33713.

ARTICLE VII: DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is two (2).

The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME

ADDRESS

BOBBY O'STEEN
Director/President

POST OFFICE BOX 428
CROSS CITY, FL 32628

FAY A. TURNER
Director/Treasurer

POST OFFICE BOX 584
STEINHATCHEE, FL 32359

ARTICLE VIII: INCORPORATOR

The name and address of each Incorporator is:

NAME

ADDRESS

PAUL C. SCHERER

2255 FIFTH AVENUE NORTH
ST. PETERSBURG, FL 33713

ARTICLE IX: PRE-EMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any Stock of any class that the corporation may issue for sell whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof or;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE X:

DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him as such liability under the provisions of these Articles, or under law.

The corporation is authorized to issue only one class of stock, and all issued stock shall

.. be held of record by not more than ten(10) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE XI: STOCK TRANSFERS

CORPORATION'S RIGHT OF A FIRST REFUSAL

No stockholder of any class shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall be open for acceptance by the corporation for a period of thirty(30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to this death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

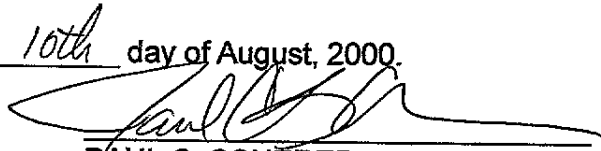
Each shares certificate issued by the corporation shall have printed or stamped thereon, the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE XII: VENUE

Any dispute among or between any shareholders or directors pertaining to operation of the Corporation shall be in the Circuit Court in and for Pinellas County, Florida.

Executed by the undersigned, this 10th day of August, 2000.

A handwritten signature in black ink, appearing to read "Paul C. Scherer", is written over a horizontal line.

PAUL C. SCHERER
INCORPORATOR

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
00 AUG 14 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

That MAIN LINE CLUB, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida, has named PAUL C. SCHERER, 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 the place designated in this certificate, I hereby accept relative to keeping open said Office.

 8-10-2000
PAUL C. SCHERER
RESIDENT AGENT