

P010000055503

FILED

01 MAY 29 PM 4:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 21, 2001

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32414

100004326231--9
-05/29/01--01145--014
*****78.75 *****78.75

RE: Corporate Registration for Total Park Projects, Inc.

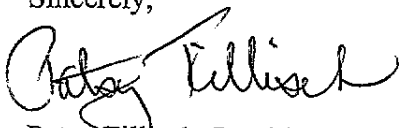
To whom it may concern:

Please find enclosed our check in the amount of \$ 78.75 to cover the following services connected with the registration of Total Park Projects, Inc. as a for-profit Corporation with your office:

Filing fees	\$ 35.00
Certified copy	8.75
Registered agent designation	<u>35.00</u>
	<u>\$ 78.75</u>

If you have any questions concerning this matter please contact the undersigned. Thank you for your prompt attention to this matter.

Sincerely,



Patsy Tillsch, President
25525 Bloomfield Avenue
Howey In The Hills, FL 34737
(352) 324-0529

C. BLALOCK JUN 5 2001

**ARTICLES OF INCORPORATION FOR
TOTAL PARK PROJECTS, INC.**

FILED
01 MAY 29 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Total Park Projects, Inc.

The address of this corporation is:

25525 Bloomfield Avenue
Howey In The Hills, FL 34737

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities of Business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares with a par value of \$1.00.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 25525 Bloomfield Avenue in Howey In The Hills, Florida 34737 and the initial registered agent of this Corporation at such office shall be Bob Pope, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than ten. The name and address of the director constituting the initial Board of Directors are:

Patsy Tillisch
President

23001 Edenton Place
Valencia, CA 91354

Bob Pope
Vice President

25525 Bloomfield Avenue
Howey In The Hills, FL 34737

ARTICLE VII - INCORPORATION

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

Bob Pope
25525 Bloomfield Avenue
Howey In The Hills, FL 34737

ARTICLE VIII - AMENDMENT

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

ARTICLE IX - BYLAWS

The Board of Directors shall adopt the initial Bylaws. The Power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X - INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issue and outstanding shares of the outstanding stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock the Corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation its subsidiaries or affiliates;
3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from effective date of incorporation.
4. Shares sold otherwise than for money. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmation written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII – CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to

vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIII – LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this twenty-first day of May, 2001.

B Pope

(Name of Incorporator)

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing Articles of Incorporation of Total Park Projects, Inc., were acknowledged before me this 23rd day of May, 2001, Bob Pope.

Notary Public

Martha M. Brooks



FILED

01 MAY 29 PM 4: 33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTRATION AGENT

Having been named to accept service of process for Total Park Projects, Inc. at the place designated in the Articles of Incorporation, Bob Pope agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.



Bob Pope

Dated May 21, 2001