

R.L.R. INVESTMENTS L.L.C.
B.T.B. INVESTMENTS L.L.C.
A REAL ESTATE INVESTMENT COMPANY

PO1000093296

September 14, 2001

VIA AIRBORNE EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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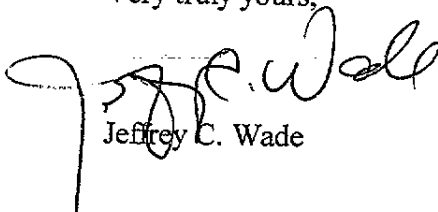
Re: **Golden Ocala Real Estate, Inc.**

Dear Sir or Madam:

Please find enclosed and original and two copies of the Articles of Incorporation, a Certificate of Acceptance by Registered Agent, and a check in the amount of \$87.50 to cover the filing fee, a certified copy of the Articles, and a Certificate of Status. I have enclosed a self-addressed, stamped envelope for your convenience.

Should you have any questions, please feel free to call me.

Very truly yours,


Jeffrey C. Wade

JCW/tbj

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GOLDEN OCALA REAL ESTATE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.

Section 1.1 **Name and Address.** The name of the Corporation is Golden Ocala Real Estate, Inc. and the mailing address of the Corporation is 7340 N.W. U.S. Highway 27, Ocala, Florida 33482.

ARTICLE 2.

Section 2.1 **Duration.** The period of duration of the Corporation is perpetual.

ARTICLE 3.

Section 3.1 **Powers.** The Corporation is organized for the purposes of transacting any and all useful business.

Section 3.2 **Authority of Directors.** The Board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

Section 4.1 **Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President and the seal of the Corporation shall be impressed thereon.

Section 4.2 **Number of Authorized Shares.** The aggregate number of shares of stock that the Corporation shall have the authority to issue is one thousand (1,000) of common stock with a par value of One Dollar (\$1.00) per share.

Section 4.3 **Pre-Emptive Rights.** The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE 5.

Section 5.1 **Cumulative Voting.** At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

- Section 6.1** **Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.
- Section 6.2** **Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.
- Section 6.3** **Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.
- Section 6.4** **Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.
- Section 6.5** **Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

- Section 7.1** **Organizing Directors.** The initial Board of Directors shall consist of five (5) Directors. The number of Directors may be either increased or diminished from time to time by amendment to the Bylaws. The names and addresses of the initial Directors of this Corporation are:

Ralph L. Roberts, Sr.
7340 N.W. U.S. Highway 27
Ocala, Florida 33482.

Mary D. Roberts
7340 N.W. U.S. Highway 27
Ocala, Florida 33482.

Ralph L. Roberts II
600 Gillam Road
Wilmington, Ohio 45177

Roby L. Roberts
600 Gillam Road
Wilmington, Ohio 45177

Michelle R. Carpenter
600 Gillam Road
Wilmington, Ohio 45177

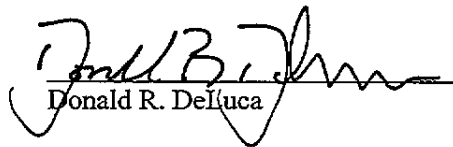
ARTICLE 8.

Section 8.1 **Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is Russell W. LaPeer whose mailing address is Landt, Wiechens, LaPeer & Ayres, 445 N.E. 8th Avenue, Ocala, Florida 34470.

ARTICLE 9.

Section 9.1 **Incorporator.** The name and address of the person signing these Articles is Donald R. DeLuca, whose mailing address is 600 Gillam Road, Wilmington, Ohio 45177.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 13 day of September, 2001.


Donald R. DeLuca

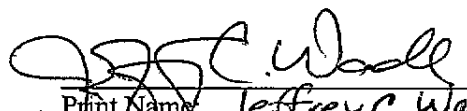
STATE OF OHIO)
) ss.
COUNTY OF CLINTON)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Donald R. DeLuca, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 13th day of September, 2001.



JEFFREY CLAYTON WADE Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration Date
Section 147.03


Print Name: Jeffrey C. Wade
Notary Public, State of Ohio
My Commission Expires: No Expiration

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

I, Russell W. LaPeer, whose mailing address is Landt, Wiechens, LaPeer, & Ayres, 445 N.E. 8th Avenue, Ocala, Florida 34470 hereby accept the appointment as the initial registered agent named in the Articles of Incorporation to accept service of process for Golden Ocala Real Estate, Inc., a corporation organized under the laws of the State of Florida; and further hereby agree to act in that capacity and to comply with the provisions of all statutes relating to the proper and complete performance of the duties as registered agent, with which obligations I am familiar.

DATED this 13th day of September, 2001.

Russell W. LaPeer
Russell W. LaPeer

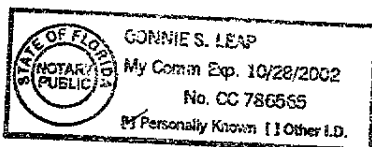
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

Before me, the undersigned authority, personally appeared Russell W. LaPeer, as initial registered agent for the Florida corporation, Golden Ocala Real Estate, Inc., and he is well known to me to be the person who acknowledged before me that he executed the foregoing consent and acceptance freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of September, 2001.

SEAL/STAMP



Connie S. Leap CC 786565
Name & commission number of notary public