

P02000075301

WILSON & WILLIAMS, P.A.

Attorneys at Law
954 East Silver Springs Boulevard
Suite 101
Ocala, Florida 34470

Robert D. Wilson
Reuben S. Williams, IV

July 9, 2002

Telephone: (352) 629-9747
Facsimile: (352) 629-5616
E-mail: bobpa@atlantic.net

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

000006307800--0
-07/10/02--01024--007
*****78.75 *****78.75

Re: On Golden Pond, Inc.

Dear Sir:

In connection with the above-referenced matter, you will find enclosed Articles of Incorporation of the above corporation along with our check for \$78.75. Please file these with your office and return a stamped copy to the undersigned in the enclosed envelope. Thank you for your assistance.

Very truly yours,



Robert D. Wilson,
For the firm

RDW/drs
Enclosure

FILED
02 JUL 10 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 7/11

ARTICLES OF INCORPORATION

OF

ON GOLDEN POND, INC.

ARTICLE I

1.01 Name and Address. The name and address of the corporation is ON GOLDEN POND, INC. whose address is 5542 Southwest 87 Place, Ocala, Florida 34476.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the 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 IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 1000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. 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.

FILED
02 JUL 10 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 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 VI

6.01 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.

6.02 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 interest 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.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director, any former Officer or Director, to the full extent permitted by law.

6.04 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.

6.05 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 VII

7.01 Organizing Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Phillip A. Demasso, 5542 Southwest 87 Place, Ocala, Florida 34476.

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is Phillip A. Demasso, 5542 Southwest 87 Place, Ocala, Florida 34476, and the address of the Corporation is 5542 Southwest 87 Place, Ocala, Florida 34476.

ARTICLE IX

9.01 Incorporator. The name and address of the person signing these Articles is Phillip A. Demasso, 5542 Southwest 87 Place, Ocala, Florida 34476.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 9 day of July, 2002.



PHILLIP A. DEMASSO

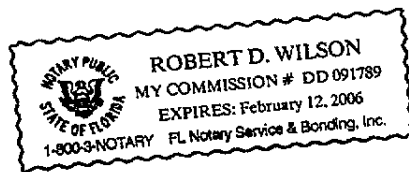
STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 9 day of July, 2002, by PHILLIP A. DEMASSO,
who is (a) ✓ personally known to me or (b) produced a driver license as identification.

Notary stamp or seal



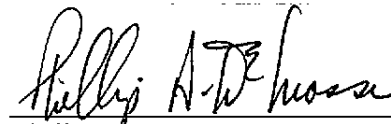
Notary Public



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Phillip A. Demasso, whose address is 5542 Southwest 87 Place, Ocala, Florida 34476, the initial registered agent named in the Articles of Incorporation to accept service of process for ON GOLDEN POND, INC., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated July 9, 2002.



Phillip A. Demasso

FILED
02 JUL 10 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA