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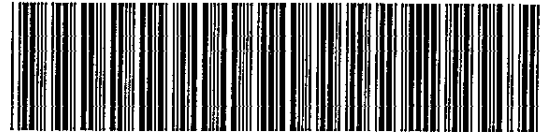
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 MAY -1 MID 33

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MAY 1 10 33 AM)

THE MILLHORN LAW FIRM

Attorneys at Law

Michael D. Millhorn
Fred W. Mundie, Jr.
Kevin A. Sentner
Susan Sullivan

April 28, 2003

Reply to: Lady Lake Office

Offices:

Lady Lake:

The Pines Professional Center
13710 U.S. 441
Suite 100
Lady Lake, Florida 32159
Telephone: (352) 753-9333
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Ocala:

206 SW 10th Street
Ocala, Florida 34474
Telephone: (352) 861-9550
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Leesburg:

27615 US Hwy 27
Suite 110
Leesburg FL 34748
Telephone: (352) 728-1002
Facsimile: (352) 787-4463

E-Mail: michael@millhorn.com

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: VILLAGES INVESTMENT GROUP, INC.

Dear Division of Corporations:

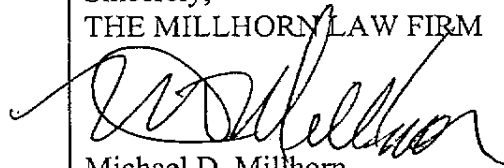
Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
THE MILLHORN LAW FIRM



Michael D. Millhorn
Attorney at Law

encl.

**ARTICLES OF INCORPORATION
OF
VILLAGES INVESTMENT GROUP, INC.**

03 MAY -1 AM 10:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

VILLAGES INVESTMENT GROUP, INC.

and the principal mailing address of the corporation is:

**126 Spring Arbor Lane
Lady Lake, Florida 32159**

Article II - Purpose

The general purpose for which the Corporation is organized is to include the marketing, distribution and sale of products, and any transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is initially authorized to issue 200 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares—Class 'A' voting," which shall be entitled to one vote per share.

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**126 Spring Arbor Lane
Lady Lake, Florida 32159**

and the name of the initial registered agent of this Corporation at that office is:

DANIEL R. WOLFE

Article VI - Initial Board of 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, but shall never be less than one. The Directors, in their sole discretion, may appoint Officers of the Corporation at any time. The name and address of the initial Directors of this Corporation are as follows:

SHERYL D. WILHITE
110 LANDSDOWNE DRIVE
ATLANTA, GEORGIA 30328

DANIEL R. WOLFE
126 SPRING ARBOR LANE
LADY LAKE, FLORIDA 32159

Article VII - Incorporator

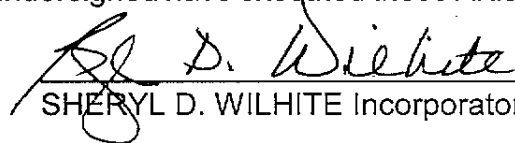
The name and address of the person signing these Articles of Incorporation is:

SHERYL D. WILHITE
110 Landsdowne Drive
Atlanta, Georgia 30328

Article VIII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 24 day of April, 2003.



SHERYL D. WILHITE Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 24th DAY OF April, 2003.


DANIEL R. WOLFE

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared DANIEL R. WOLFE who produced Florida Driver's License as identification, as Incorporator, executed the foregoing Articles of Incorporation of VILLAGES INVESTMENT GROUP, INC. and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of April, 2003.

(SEAL)


JUNE HART
NOTARY PUBLIC
My Commission Expires:

JUNE HART
My Commission # DD062612
Expires October 3, 2005
Bonded thru Notary Public Underwriters

FILED
03 MAY -1 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA