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TALLAHASSEE, FLORIDA

1-31-05

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HOLMAN'S LAND DEVELOPMENT, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: BECKY JO HOFFMAN
Name (Printed or typed)

Yost Tax & Account Service
20372 E Pennsylvania Ave #B
Dunthellon, FL 34432
(352) 465-5040

Address

City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
HOLMAN'S LAND DEVELOPMENT, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of FLORIDA, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is HOLMAN'S LAND DEVELOPMENT, INC..

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

11816 N. ANGUS HILLS TERRACE
DUNNELLON, FL 34433

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 20 shares of no par value common stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

WAYNE HOLMAN
HOLMAN'S LAND DEVELOPMENT, INC.,
11816 N. ANGUS HILLS TERRACE
CITRUS County
DUNNELLON, FL 34433

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ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

WAYNE HOLMAN
11816 N. ANGUS HILLS TERRACE
DUNNELLON, FL 34433

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this

corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



WAYNE HOLMAN, Incorporator
11816 N. ANGUS HILLS TERRACE
DUNNELLON, FL 34433

State of Florida, County of MARION, ss:

Subscribed and sworn to (or affirmed) before me this 20th day of
JANUARY, 2005.



Notary Public

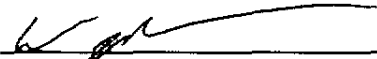


Becky Jo Hoffman
My Commission DD086207
Expires January 23, 2008

**AGREEMENT
OF
REGISTERED AGENT**

I, WAYNE HOLMAN, hereby am familiar with and accept the duties and responsibilities as "Registered Agent" for "**HOLMAN'S LAND DEVELOPMENT, INC.**". The address of the Registered Agent is:

WAYNE HOLMAN
11816 N. ANGUS HILLS TERRACE
DUNNELLON, FLORIDA 34433



WAYNE HOLMAN
TELEPHONE: (352) 489-9342

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

Subscribed and sworn to (or affirmed) before me, this 20th day of JANUARY, 2005.



NOTARY PUBLIC - FLORIDA AT LARGE



Becky Jo Hoffman
My Commission DD086207
Expires January 23, 2008