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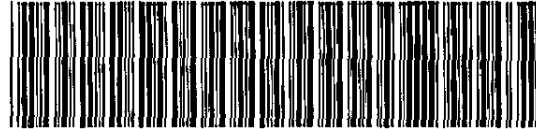
(Business Entity Name)

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2005-22198

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

April 21, 2005

Please find enclosed my Articles of Incorporation for Coniglio Land Holding for filing. Please file said articles and return a certified copy to me in the enclosed envelope.

I have enclosed a check in the amount of \$78.75 to cover filing fees, registered agent designation and a certified copy.

Thank You

George N. Coniglio

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**ARTICLES OF INCORPORATION  
OF  
CONIGLIO LAND HOLDINGS, INC.**

The undersigned subscriber of these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation is **CONIGLIO LAND HOLDINGS, INC.**, (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPLE OFFICE**

The address of the principle office of this Corporation 11981 Williams Road, Thonotosassa, FL 33592-2109.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

George N. Coniglio  
11981 Williams Road  
Thonotosassa, FL 33592-2109

**ARTICLE 5 - CORPORATE CAPITALIZATION**

5.1 The maximum number of shares that this Corporation is authorized to have out standing at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$0.001)**.

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5.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters in which Shareholders have the right to vote.

5.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation.

5.4 All holders of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

5.5 No holder of shares of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; however, that the Board of Director(s) may, in authorizing the issuance of shares of its stock of any class, confer any preemptive right the Board of Director(s) may deem advisable in connection with such issuance.

5.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 6 – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

#### **ARTICLE 7 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 8 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 9 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is George Coniglio located at 11981 Williams Road Thonotosassa, Fl 33592-2109. The name and address of the registered agent of this Corporation is James Hammond., 11981 Williams Road Thonotosassa, Fl 33592-2109

#### **ARTICLE 10 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner there to, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 –BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, or amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to the majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 12 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 13 – AMENDMENT**

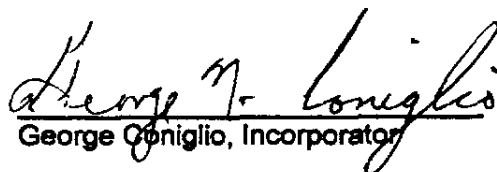
The Corporation reserves the right to amend , alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject this reservation.

#### **ARTICLE 14 –INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which

the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify any individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as director, officer, partner, trustee, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to the indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the forgoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporations under the laws of the State of Florida, this Aug 21 1965.

  
George Coniglio, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
CORPORATION**

James Hammond, having a business office with the registered office of the Corporation named above, and having designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By: George H. Coniglio  
Registered Agent

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