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ROBERT T. WESTMAN  
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P96 000040556

November 30, 1999

VIA FEDERAL EXPRESS

SECRETARY OF STATE

Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

ATTENTION: Ms. Anna Chestnut

Re: ACE OF HEARTS RANCH, INC.

500003058025-7  
-12/01/99-01008-007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

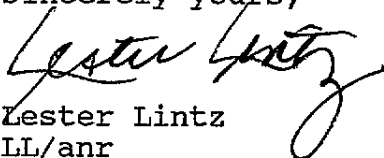
Enclosed find the following documents:

1. Original and one copy of Articles Of Amendment And Restatement Of Articles Of Incorporation of Ace Of Hearts Ranch, Inc.
2. Our office account check in the amount of \$43.75. Our check represents the following fees:

Filing fee	\$ 35.00
Certified copy of Articles Of Amendment And Restatement Of Articles Of Incorporation	<u>8.75</u>
	\$ 43.75.

Please return the certified copy of the Articles Of Amendment And Restatement Of Articles Of Incorporation to me in the enclosed Federal Express envelope. There will be no charges to the Secretary Of State for this return package as I have marked the Federal Express airbill for billing to our account.

Sincerely yours,

  
Lester Lintz  
LL/anr  
Enclosures

Copy to: Mrs. Sandra Vann Bressler

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION OF  
ACE OF HEARTS RANCH, INC.**

The undersigned hereby subscribes to these Articles of Amendment and restatement of the Articles Of Incorporation of ACE OF HEARTS RANCH, INC. hereby amending and restating said Articles Of Incorporation as follows:

**ARTICLE I**

The name of this corporation is ACE OF HEARTS RANCH  
INC.

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be as follows:

To own and operate a bed and breakfast inn and to operate an equestrian ranch with related activities, including but not limited to, trail rides, and other outdoor activities; and for the retail and wholesale of furniture and merchandise relating to said equestrian activities and bed and breakfast inn.

To perform any and all other functions incidental to the above.

To do any such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The corporation may otherwise do any lawful act not prohibited by law including the provisions hereinafter enumerated in Article X of this Charter.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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### ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding in any one time shall be Seven Thousand Five Hundred (7,500) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

### ARTICLE IV

The amount of capital with which this corporation will begin business shall be in the sum of FIFTEEN HUNDRED DOLLARS (\$1,500.00).

### ARTICLE V

The existence of the corporation commenced on May 2, 1996, and shall exist perpetually.

### ARTICLE VI

The principal office of the corporation shall be 7400 Bridal Path Lane, Cocoa, FL 32927 and the mailing address is P. O. Box 850, Sharpes, FL 32959-0850. The Board Of Directors may from time to time, move the principal office to any other address.

### ARTICLE VII

The initial number of directors of this corporation shall be two (2) provided, however, that the number of directors may be increased, from time to time, to not more than three (3) nor less than one (1) by provisions of the By-laws adopted by the shareholders.

#### ARTICLE VIII

The name and post office address of the Board of Directors, who, subject to the provisions of the By-laws of the corporation, shall hold office until their successors are elected and have qualified, are as follows:

**SANDRA VANN BRESSLER**  
P. O. Box 850  
Sharpes, FL 32959-0850

**PAMELA CUTRONE**  
1325 North Tropical Trail  
Merritt Island, FL 32953

The name and post office address of the officers of the corporation are as follows:

**SANDRA VANN BRESSLER** - President, Secretary and Treasurer  
P. O. Box 850  
Sharpes, FL 32959-0850

#### ARTICLE VIII

The initial incorporators of the corporation were:

**SANDRA VANN BRESSLER**  
1026 Fay Boulevard  
Cocoa, FL 32927

**DENNIS BRESSLER**  
1026 Fay Boulevard  
Cocoa, FL 32927

#### ARTICLE IX

The street address of the registered office of the corporation and the name of its Registered Agent at such address is:

**LESTER LINTZ**  
1970 Michigan Avenue - Building F  
Cocoa, FL 32922.

#### ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth by the By-laws, the Board Of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles Of Incorporation or amended thereto, or by the By-laws as constituted from time to time, expressly conferred upon or reserved to the shareholders.

2. The initial By-laws may be adopted by the subscribers hereto. Subject always to such By-laws of the corporation, by any By-laws adopted, altered, or amended by the Directors may be altered, amended or repealed by the shareholders.

3. The corporation shall have such officers as may be from time to time provided in the By-laws and such officers shall be designated in such manner and shall hold their office for such terms and shall have such powers and duties as may be prescribed by the By-laws or and may be determined from time to time by the Board Of Directors subject to the By-laws.

4. No contract or other transaction between the corporation and any other firm, association or corporation shall be effective or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation; and any director or directors individually or jointly may be a part or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is

interested; and no contract, act, or transaction with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or parties to or have an interest in such contract, act, or transaction or are in any way connected with such person, firm, association or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

#### ARTICLE XI

This corporation reserves the right to amend, alter, change, or appeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on the shareholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of not less than two-thirds (2/3) of the stock of the corporation then outstanding.

#### ARTICLE XII

The corporation shall have the power to include in its By-laws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its shareholders. The manner in form, as well as the relevant terms, conditions, and details hereof shall be determined by the shareholders of this corporation; provided however, that no such regulatory or

restrictive provisions shall affect the rights of third parties without actual knowledge thereof, unless such provisions or a summary or notation of the same shall be plainly written upon the certificate evidencing the ownership of said stock.

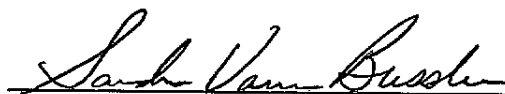
#### ARTICLE XIII

The foregoing amendment and restatement of the Articles Of Incorporation of the corporation were adopted by all of the directors of the corporation on November 10, 1999 and was approved and adopted by shareholders holding more than two-thirds (2/3) of the issued and outstanding stock of the corporation on November 10, 1999.

#### ARTICLE XIV

The foregoing amendments to and restatement of the Articles Of Incorporation of **ACE OF HEARTS RANCH, INC.** shall become effective upon the filing of these Articles Of Amendment And Restatement with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles Of Amendment And Restatement of the Articles Of Incorporation of **ACE OF HEARTS RANCH, INC.** this 30<sup>th</sup> day of November, 1999.



**SANDRA VANN BRESSLER**  
President




**SANDRA VANN BRESSLER**  
Secretary

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF BREVARD

30<sup>th</sup> The foregoing instrument was acknowledged before me this day of November, 1999, by **SANDRA VANN BRESSLER**, as President, and **SANDRA VANN BRESSLER**, as Secretary, of said corporation, who is personally known to me.

  
\_\_\_\_\_  
Notary Public

(SEAL)



Lester Lintz

My Commission CC707320

Expires February 19, 2002