

P91000043583

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box #6327
Tallahassee, FL 32314

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****122.50 ****122.50

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of POT-OF-GOLD RANCH, INC., and also the Certificate of Appointment of Statutory Agent for filing purposes. Please make the effective date of the corporation May 8, 1997.

I have also enclosed a check in the amount of \$122.50 to cover the costs as follows:

\$35.00 : Filing fees
\$52.50 : Certified Copy
\$35.00 : Registered Agent designation

Please forward a certified copy of the Articles of Incorporation to the below address:

Mr. and Mrs. Kenneth L. Heimann
1366 S. Estate Point
Inverness, FL 34450

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at either the address as shown above, or by telephone at (352) 637-0207.

Sincerely,


Tina M. Heimann

encl.

EFFECTIVE DATE
5-8-97

(1)

DR 5/14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 PM 12:18

ARTICLES OF INCORPORATION
OF

POT-OF-GOLD RANCH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 PM 12:18

ARTICLE I

NAME

The NAME of this corporation shall be:

POT-OF-GOLD RANCH, INC.

EFFECTIVE DATE
5-8-97

ARTICLE II

DURATION

This corporation is to exist PERPETUALLY, commencing at 12:01 A.M., MAY 8, 1997.

ARTICLE III

NATURE OF BUSINESS

The general NATURE OF the BUSINESS to be transacted by this corporation is to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety or fraternal benefit society, association or company, or any state fair or exposition.

In addition to the above the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property to include but not limited to franchises, patents, copyrights, trademarks and licenses in the State of FLORIDA and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the assets of any other corporation or business entity and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of FLORIDA or any other state or government, and while owner of such stock to exercise any and all of the rights, powers and privileges of ownership to include but not limited to the right to vote such stock;

(5) to engage in any and all other activity and/or business whatever permitted under the laws of the UNITED STATES and of the State of FLORIDA.

A R T I C L E I V

CAPITAL STOCK

The maximum number of shares of CAPITAL STOCK that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of COMMON stock with an initial par value of ONE AND NO HUNDREDTHS (\$1.00) DOLLAR per share. The par value of such stock may be adjusted from time to time by corporate resolution and dividends may be declared and distributed by the corporation to the respective shareholders of record at the total discretion of the Board of Directors of the corporation.

A R T I C L E V

SHAREHOLDERS OF CAPITAL STOCK

The name and address of each SHAREHOLDER of the capital stock of this corporation together with the number of shares and value thereof is as follows:

NAME AND ADDRESS	TOTAL SHARES	VALUE
KENNETH L. HEIMANN and TINA M. HEIMANN, JTWROS	100	\$ 100.00

A R T I C L E V I

PREEMPTIVE RIGHTS

Each and every shareholder, upon the sale for cash and/or other consideration of any new stock of this corporation of the same class and/or series as that which is already issued shall have the RIGHT to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing addresses of the PRINCIPAL OFFICE of this corporation are:

1366 S. ESTATE POINT, INVERNESS, FL 34450

The corporation has designated as its REGISTERED AGENT to accept service of process:

TINA M. HEIMANN

ARTICLE VIII

INCORPORATORS

The name and address of each INCORPORATOR of this corporation is:

KENNETH L. HEIMANN

1366 S. ESTATE POINT, INVERNESS, FL 34450

TINA M. HEIMANN

1366 S. ESTATE POINT, INVERNESS, FL 34450

ARTICLE IX

DIRECTORS

This corporation shall have TWO (2) DIRECTORS initially. The number of directors may be increased or diminished from time to time by by-laws and/or corporate resolution adopted and executed by the shareholders, but shall never be less than ONE (1). The name and address of each initial director of this corporation is:

KENNETH L. HEIMANN

1366 S. ESTATE POINT, INVERNESS, FL 34450

TINA M. HEIMANN

1366 S. ESTATE POINT, INVERNESS, FL 34450

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal BY-LAWS of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

AMENDMENT

This corporation reserves the right to AMEND OR REPEAL any provisions contained in these articles of incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

INDEMNIFICATION

This corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now, or herein-after enacted.

ARTICLE XIII

LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have any cause of action against any officers, directors, or agents of the corporation as a result of any action taken, or, as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of FLORIDA. The fact that this article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the courts of the State of FLORIDA are hereby granted the specific authority to restructure this article, on a case by case basis or generally, as required, to most fully give legal effect to its intent.

ARTICLE XIV

SPECIAL PROVISIONS

The following SPECIAL PROVISIONS that shall be applicable to this corporation are:

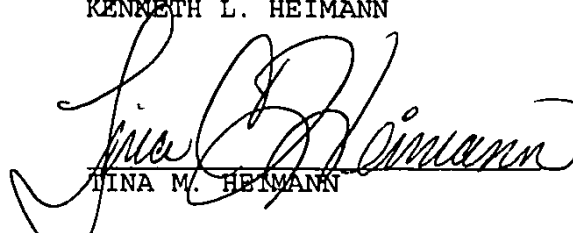
(1) that the fiscal year of the corporation shall be JANUARY 1 through DECEMBER 31; and

(2) that under the provisions of Section #1372 and Subchapter "S" of the Internal Revenue Code of 1986, as amended, the corporation hereby elects to be treated as an electing small business corporation; and

(3) that the corporation shall sell and issue shares of its common stock in accordance with Section #1244 of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned incorporators have
executed these articles of incorporation, this 8 day of May,
1997.


KENNETH L. HEIMANN


TINA M. HEIMANN

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF CITRUS

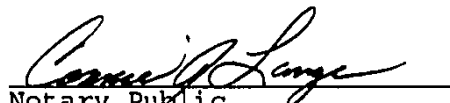
BEFORE ME, a notary public authorized to take acknowledgements
in the state and county set forth above, personally appeared

KENNETH L. HEIMANN and TINA M. HEIMANN,
known to be and known by me to be the persons who executed the
foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the state and county aforesaid, this 8 day
of May, 1997.



GENNIE J. LANGE
COMMISSION # CC 553653
EXPIRES MAY 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
State of FLORIDA at Large
My commission expires:

CERTIFICATE OF APPOINTMENT OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 PM 12:18

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST -- That POT-OF-GOLD RANCH, INC., desiring to organize under the laws of the State of FLORIDA with its principal office as indicated in the articles of incorporation within the City of INVERNESS, County of CITRUS and State of FLORIDA has named TINA M. HEIMANN located at 1366 S. ESTATE POINT in the City of INVERNESS, County of CITRUS and State of FLORIDA as its REGISTERED AGENT to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as REGISTERED AGENT for POT-OF-GOLD RANCH, INC. at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as REGISTERED AGENT for said corporation.


TINA M. HEIMANN