

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) Pretty Pond Acres, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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F. SMITH NOV 16 1998

***CERTIFICATE OF INCORPORATION
OF
PRETTY POND ACRES, INC.***

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this corporation is **PRETTY POND ACRES, INC.**

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand Shares of common stock having no nominal par value, and shall be fully paid and non-assessable. All such stock shall be payable in cash.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars and No Cents (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation shall have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida, is: *35310 Hwy 54 West, Zephyrhills, Florida 33541*. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than seven (7) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII. INITIAL DIRECTORS

NAME:

ADDRESS:

CARL D. HILL

35310 Hwy 54 West
Zephyrhills, Florida 33541

KIMBERLY A. HILL

35310 Hwy 54 West
Zephyrhills, Florida 33541

NELSON L. RYMAN

38819 Otis Allen Road
Zephyrhills, Florida 33540

DOTTIE A. RYMAN

38819 Otis Allen Road
Zephyrhills, Florida 33540

KEITH OSTERMANN 10439 Lamson Road
Dade City, Florida 33525

KIM M. OSTERMANN 10439 Lamson Road
Dade City, Florida 33525

ARTICLE IX. INITIAL OFFICERS

NAME:	ADDRESS:	OFFICE:
CARL D. HILL	35310 Hwy 54 West Zephyrhills, Florida 33541	President
NELSON L. RYMAN	38819 Otis Allen Road Zephyrhills, Florida 33540	Vice President
KEITH OSTERMANN	10439 Lamson Road Dade City, Florida 33525	Secretary
KEITH OSTERMANN	10439 Lamson Road Dade City, Florida 33525	Treasurer

ARTICLE X. SUBSCRIBERS/INCORPORATORS

NAME:	ADDRESS:	
CARL D. HILL and KIMBERLY A. HILL, his wife	35310 Hwy 54 West Zephyrhills, Florida 33541	45%
NELSON L. RYMAN and DOTTIE A. RYMAN, his wife	38819 Otis Allen Road Zephyrhills, Florida 33540	45%
KEITH OSTERMANN and KIM M. OSTERMANN, his wife	10439 Lamson Road Dade City, Florida 33525	10%


ARTICLE XI. REGISTERED AGENT

This corporation has named, Carl D. Hill, 35310 Hwy 54 West, Zephyrhills, Florida 33541,
as its agent to accept service of process within this State.

ARTICLE XII. AMENDMENT

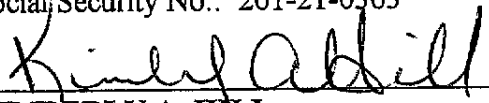
This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Certificate of Incorporation be made.

IN WITNESS WHEREOF, the parties herein have hereunto set their hands and seals the 13th day of November, A.D., 1998.



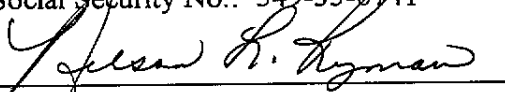
CARL D. HILL

Social Security No.: 261-21-0363



KIMBERLY A. HILL

Social Security No.: 549-33-0741



NELSON L. RYMAN

Social Security No.: 312-36-2299



DOTTIE A. RYMAN

Social Security No.: 273-54-2811



KEITH OSTERMANN

Social Security No.: 297-50-5905



KIM M. OSTERMANN

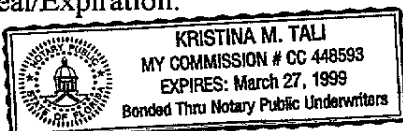
Social Security No.: 364-80-4934

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CARL D. HILL and KIMBERLY A. HILL, to be the persons described in and who executed the foregoing Certificate of Incorporation as incorporators and they acknowledged before me that they subscribed to that Certificate of Incorporation. That they are personally known to me or they have produced _____ as identification.

WITNESS my hand and seal this 13th day of November, A.D., 1998.

Seal/Expiration:



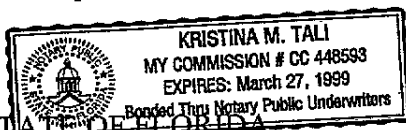
K. M. Tali
NOTARY PUBLIC-_____

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared NELSON L. RYMAN and DOTTIE A. RYMAN, to be the persons described in and who executed the foregoing Certificate of Incorporation as incorporators and they acknowledged before me that they subscribed to that Certificate of Incorporation. That they are personally known to me or they have produced _____ as identification.

WITNESS my hand and seal this 13th day of November, A.D., 1998.

Seal/Expiration:



K. M. Tali
NOTARY PUBLIC-_____

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KEITH OSTERMANN and KIM M. OSTERMANN, to be the persons described in and who executed the foregoing Certificate of Incorporation as incorporators and they acknowledged before me that they subscribed to that Certificate of Incorporation. That they are personally known to me or they have produced _____ as identification.

WITNESS my hand and seal this 13th day of November, A.D., 1998.

Seal/Expiration:



K. M. Tali
NOTARY PUBLIC-_____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

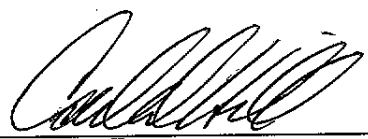
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That PRETTY POND ACRES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Zephyrhills, County of Pasco, State of Florida, has named CARL D. HILL, 35310 Hwy 54 West, Zephyrhills, Florida 33541, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____


CARL D. HILL
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA