

PETER T. FLOOD
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125 NORTH AIRPORT ROAD, SUITE 202
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P99000094441

October 18, 1999

FILED
99 OCT 25 PM 6:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Panacea Pond Investment Corp

Dear Sir or Madam:

We enclose the original and one copy of the Articles of Incorporation of Panacea Pond Investment Corp along with a check in the amount of \$78.75, which represents the filing and certified copy fees.

Please file the articles in your normal fashion and contact me directly if you have any questions or problems with this request.

Very truly yours,

Linda P. Sullivan
Linda P. Sullivan
Legal Assistant

PTF:lbs
Enclosures

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-10/25/99-01114--013
*****78.75 *****78.75

D. BROWN OCT 26 1999

ARTICLES OF INCORPORATION

OF

PANACEA POND INVESTMENT CORP

ARTICLE I. CORPORATE NAME

The name of the corporation shall be Panacea Pond Investment Corp.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 30,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

- (a) Each share of common stock shall be entitled to one vote.
- (b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determines.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Peter T. Flood
125 North Airport Road, Suite 202
Naples, Florida 34104

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

Jerry F. Leonard, Jr.
584 Banyan Boulevard
Naples, Florida 34102

Jonathan P. Mason
2009 Lakewood Road
Sherrodsville, Ohio 44675

Jeff Baiocco
66685 Brandt
Romulus, Michigan 48174

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jerry F. Leonard, Jr.
584 Banyan Boulevard
Naples, Florida 34102

ARTICLE IX. AMENDMENTS

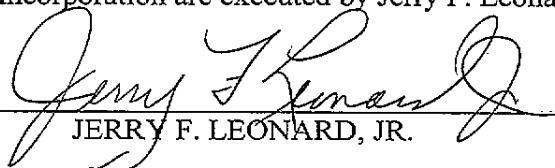
These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors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

ARTICLE X. SUB-CHAPTER S

This Corporation may be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.


ARTICLE XI. EXECUTION

These Articles of Incorporation are executed by Jerry F. Leonard, Jr..

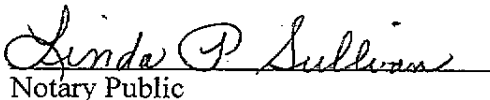

JERRY F. LEONARD, JR.

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared Jerry F. Leonard, Jr., personally known to me to be the person described as the incorporator and who executed the foregoing Articles of Incorporation on October 18th, 1999.

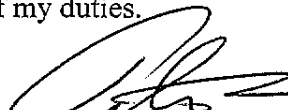
 Linda P. Sullivan
My Commission CC770169
Expires August 25, 2002

(Seal)


Notary Public

Statement of Registered Agent

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 125 North Airport Road, Suite 202, Naples, Florida 34104, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Peter T. Flood
125 North Airport Road, Suite 202
Naples, Florida 34104

This Instrument Prepared by:
Peter T. Flood
125 North Airport Road, Suite 202
Naples, Florida 34104
(941) 263-2177

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99 OCT 25 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA