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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ONIC HIGHLAND CLUB, INC.

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Facsimile Audit No. H9900003524ARTICLES OF INCORPORATIONOFONIC HIGHLAND CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator hereby certifies that he has formed a body corporate under and by virtue of the laws of the State of Florida, for the transaction of business with and under the following charter:

1. NAME

The name of the corporation shall be

ONIC HIGHLAND CLUB, INC.

2. DURATION

The corporation shall commence existence on November 29, 1999 and have perpetual existence, unless terminated in the manner prescribed by the Laws of the State of Florida.

3. PURPOSES

The purpose for which the corporation is formed:

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, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To be a general partner in domestic and foreign general partnerships and transact all proper business of such partnerships, as a general partner.

To be a limited partner in domestic and foreign limited partnerships and transact such business as may be transacted by a limited partner.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire

Attorney Name: Randall M. Alligood, P.A.
Broad and Cussel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Doc No.: 459445

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or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences 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 all the rights, powers and privileges of ownership, including the right to vote such stock.

To engage in any other activity or business not prohibited under the laws of the United States of America and of this State.

4. INITIAL ADDRESS

The initial post office address of the principal of this corporation is 100 South Orange Avenue, 7th Floor, Orlando, County, Florida 32801.

5. CAPITAL

The total amount of the authorized capital stock of this corporation is Five Hundred Dollars (\$500.00), divided into five hundred (500) shares, all of which shall be voting common stock of the par value of One Dollar (\$1.00) per share. Said stock shall be issued only as and when and for such consideration as the Board of Directors shall determine.

6. BEGINNING CAPITAL

The amount of capital with which this corporation shall begin business shall be the sum of One Hundred Dollars (\$100.00) or more, in lawful money of the United States, or its equivalent in the real and personal property and/or in services, as fixed by the Board of Directors, by the method hereinafter set forth.

7. OFFICERS AND DIRECTORS

The names and post office addresses of the first Board of Directors [which Board shall initially have three (3) directors, the President, the Vice President, the Secretary and the Treasurer, who subject to the provisions of the Articles of Incorporation, By-Laws of the corporation, and the Statutes of the State of Florida, shall hold office until the expiration of the corporation's first fiscal year or until their successors are elected and have qualified are as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Robert L. Mellen, III	255 South Orange Avenue, 17 th Floor Orlando, Florida 32802-00231
Steve Markowski	P.O. Box 4999 Orlando, Florida 32802-4999

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Robert E. Ansley, Jr.

100 South Orange Avenue, 7th Floor
 Orlando, Florida 32801

OFFICERSTITLEADDRESS

Robert E. Ansley, Jr.

President

100 South Orange Avenue, 7th Floor
 Orlando, Florida 32801

Robert L. Mellon, III

V. President

255 South Orange Avenue, 17th Floor
 Orlando, Florida 32802-00231

Steve Markowski

Sec/Treasurer

P.O. Box 4999
 Orlando, Florida 32802-4999

8. SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation are:

SUBSCRIBERADDRESSINTEREST

John C. Reber

109 E. Church St.
 Orlando, Florida 32801
 5th Floor

100%

9. GENERAL MANAGEMENT

9.1 The business of the corporation shall be managed, controlled, and conducted by a Board of Directors or by the Stockholders of the corporation, as shall be provided for in the By-Laws from time to time. The Board of Directors or the Stockholders, as the case may be, may elect at such time and in the manner prescribed by the By-Laws, such officers to act as the agent of the Board or of the corporation. The officers of the corporation, if any, shall be a President, Vice President, and Secretary/Treasurer and such other officers as shall be provided for in the By-Laws from time to time. Any person may hold one or more offices, except the President shall not also be the Secretary (or Assistant Secretary, if any) of the corporation.

Provided however, that as long as the business of the corporation is managed, controlled and conducted by the Stockholders of the corporation, then

a) Whenever the context requires, the Stockholders of the corporation shall be deemed directors of the corporation for purposes of applying the provisions of the Florida Statutes and these Articles of Incorporation.

b) The Stockholders of the corporation shall be subject to the liabilities imposed by the Florida Statutes for action taken by Directors, and

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c) Any action required or permitted by the Florida Statutes to be taken by the Directors of the corporation may be taken by action of the Stockholders of the corporation at a meeting of the Stockholders or as hereinafter provided.

9.2 The Stockholders or the Board of Directors, as the case may be, shall have the power to fix the amount of all salaries and other compensation paid by the corporation, including their own salaries as Directors, officers, or otherwise.

9.3 The Stockholders or Board of Directors, as the case may be, shall have the power to adopt, amend and repeal By-Laws not inconsistent with law or the Articles of Incorporation of the corporation, provided however, that the Board of Directors shall be subject to the power of the holders of the outstanding stock of the corporation to change or repeal such By-Laws or any of them.

9.4 The first annual meeting of the Stockholders shall be held at such time and place as may be designated in the By-Laws of the corporation.

9.5 Management by Stockholders. If the business of the corporation is managed, controlled and conducted by the Stockholders, then any action of the Stockholders of the corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the Stockholders who hold a majority of the stock of the corporation and who would be entitled to vote upon such action at a meeting and filed as part of the corporate records. Such consent shall have the same force and effect as a vote of approval by the Stockholders at a meeting of the Stockholders.

9.6 Management by Board of Directors.

a) If the business of the corporation is managed by the Board of Directors, action taken by the Directors or the members of an executive committee of the Directors without a meeting shall nevertheless be Board or committee action if written consent to the action in question is signed by all the Directors or as members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

b) The Directors shall be elected annually by the Stockholders of the corporation at their annual meeting. The number of Directors can be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but if the corporation is managed by a Board of Directors, as provided in the By-Laws then there shall never be less than one (1) Director. The terms of office, manner of election and duties of the Director(s) shall be prescribed by the By-Laws. The Officer(s) shall be elected by the Board of Directors.

c) A majority of Directors present at any meeting of the Board of Directors, duly and regularly called, shall constitute a quorum, and a majority vote of Directors present shall control.

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10. STOCK AND MISCELLANEOUS

10.1 The Board of Directors, (or if the business of the corporation is not conducted by a Board, then the Stockholders) shall have full power and authority to fix the price for and limitations upon the issuance of all stock certificates and the sale of all stock. All payments for stock to capitalize the corporation shall be payable in lawful money of the United States of America; provided however, that any portion of the stock may be issued in exchange for real and personal property, labor or services at a just valuation to be fixed by the Directors (or, if the business of the corporation is not conducted by a Board, then the Stockholders) at a meeting specially called for such purpose. Real and personal property, labor or services also may be purchased or paid for with capital stock, at a just valuation of such real and personal property, labor or services, to be fixed by the Directors of the corporation (or, if the business of the corporation is not conducted by a Board, then the Stockholders) at a meeting called for such purposes. All stock issued shall be fully paid and non-assessable. Stock shall be transferable only in the manner prescribed by the By-Laws, and every person becoming a Stockholder by such transfer shall, in proportion to his stock, succeed to all the rights and liabilities of the prior holder. The By-Laws shall include provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates.

10.2 Immediately after the adjournment of the annual meeting of the Stockholders (or at such other time as the Board of Directors may by resolution adopt), the Directors shall hold their annual meeting for the election of officers and such other business as may properly come before the meeting. Meetings of the Stockholders and meetings of the Board of Directors of this corporation may be held within or without the State of Florida, as may be deemed desirable.

10.3 The amount of indebtedness or liability to which this corporation may at any time subject itself shall be unlimited.

10.4 This corporation shall adopt an appropriate seal and shall adopt By-Laws for the government of its affairs, which may be amended or repealed as provided in said By-Laws, not inconsistent with the Articles of Incorporation and the laws of the State of Florida.

10.5 The Stockholders of this corporation, or any two or more of them, are authorized to enter into an agreement or agreements binding upon themselves, their heirs, devisees, personal representatives, and assigns, restricting the sale of stock owned by them. The term "sale" as used in the foregoing sentence shall be construed to include any transaction resulting in the creating of a lien upon or security interest in said stock as well as a transfer of title thereto.

11. PREEMPTIVE RIGHTS

11.1 Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase his pro rata share thereof (including, if necessary, the issuance of fractional shares) at the price at which it is offered to others.

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12. INITIAL REGISTERED OFFICE AND AGENT

12.1 The street address of the initial registered office of this corporation is 109 East Church Street, 5th Floor, Orlando, Florida 32801-3391, and the name of the initial registered agent of this corporation at that address is John C. Reber.

13. STOCKHOLDERS NOT PERSONALLY LIABLE FOR CORPORATE DEBTS

13.1 The private property of the Stockholders shall not be liable for the payment of debts of the corporation to any extent whatsoever, except for the balance unpaid on any of their stock subscribers.

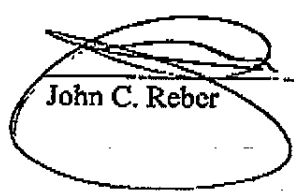
14. PROVISO FOR SUB-CHAPTER S ELECTION

14.1 Any provision of these Articles of Incorporation, only to the extent of inconsistency, which are inconsistent with 26 U.S.C. 5. 1361, et seq. (Sub-Chapter S) and would prohibit an election thereunder shall be inoperative, null and void and not a part of these Articles.

15. AMENDMENT

15.1 The certification of incorporation of the corporation may be amended by a vote of the Stockholders holding a majority of the stock entitled to vote approving a proposed amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the subscriber hereto has set his hand and seal on the 23rd day of November 1999.


John C. Reber

STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME, an officer duly authorized to take acknowledgments, personally appeared JOHN C. REBER, to me known to be the person described in and who executed the foregoing Articles of Incorporation of ONIC HIGHLAND CLUB, INC., and he acknowledged before me that he executed the same for the reasons and purposes therein stated.

WITNESS my hand and official seal in the county and state aforesaid this 23rd day of November 1999.



Ann Fivas Nafika
MY COMMISSION # C0590093 EXPIRES
October 1, 2000
EDDED THRU TROY FAN INSURANCE, INC.


Notary Public

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CERTIFICATE AND ACCEPTANCE BY REGISTERED AGENT

STATE OF FLORIDA)

COUNTY OF ORANGE)

I, JOHN C. REBER, hereby certify that I am a resident of the State of Florida and maintain my business office at 109 East Church St., 5th Floor, Orlando, Florida 32801 and I hereby accept appointment as the initial Registered Agent of ONIC HIGHLAND CLUB, INC.

John C. Reber

Sworn and subscribed before me this 23rd
day of November, 1999 by
JOHN C. REBER who
(I are personally known to me)
produced as identification
and who
did take an oath.

Ann Fives Naffke
Notary Public



Ann Fives Naffke
MY COMMISSION # 00590093 EXPIRES
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