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January 31, 2002

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Department of State
Attn: Incorporation Division
409 E. Gaines Street
Tallahassee, FL 32399

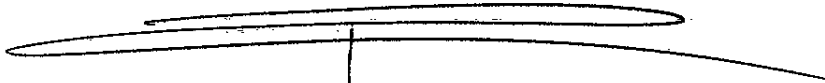
Re: LANI KAI RESORT, INC.,

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above corporation, together with our checks in the amount of \$122.50 made payable to the Florida Department of State for the filing of same and \$85.38 for the corporate book.

Thank you for your cooperation in this regard and if you have any questions or concerns, please feel free to contact my office.

Sincerely yours,



Robert B. Burandt

RBB:cab
Enclosure

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TALLAHASSEE, FLORIDA

J. BRYAN FEB 15 2002

ARTICLES OF INCORPORATION

OF

LANI KAI RESORT, INC.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **LANI KAI RESORT, INC.** The principal place of business of the corporation shall be **1400 ESTERO BOULEVARD, FORT MYERS BEACH, FLORIDA 33931.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is anything associated with the Resort/Hotel industry.

In addition 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, including 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 evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

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(3) to purchase the corporate assets of any other corporation 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 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; and

(5) to engage in any and all other activity or business whatever 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 1000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class 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 V

PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

ARTICLE VI

TRANSFER OF SHARES

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said

stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

ARTICLE VII

PROHIBITION OF TRANSFER OF SHARES

If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

ARTICLE VIII

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1714 CAPE CORAL PARKWAY E, CAPE CORAL, FL 33904, and the name of the initial registered agent of this corporation at that address is ROBERT B. BURANDT.

ARTICLE X

DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less

than one or more than seven. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert G. Conidaris	1400 Estero Blvd. Fort Myers Beach, FL 33931
Grace A. Conidaris	1400 Estero Blvd. Fort Myers Beach, FL 33931

ARTICLE XI
INCORPORATORS

The name and address of each incorporator of this corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Robert G. Conidaris	1400 Estero Blvd. Fort Myers Beach, FL 33931	500
Grace A. Conidaris	1400 Estero Blvd. Fort Myers Beach, FL 33931	500

ARTICLE XII
OFFICERS

The officers of this corporation shall be Robert G. Conidaris the President, Grace A. Conidaris, Vice President and Robert A. Conidaris, Secretary/Treasurer, and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the

corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

ARTICLE XIII

AMENDMENT

These Articles 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 shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV

COMPENSATION OF OFFICERS AND DIRECTORS

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such

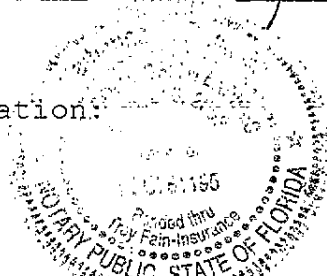
director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

Grace Conidaris
Incorporator
Name Printed: GRACE CONIDARIS

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

Before me, an officer duly qualified to take acknowledgments, personally appeared GRACE CONIDARIS, who is personally known to me (or produced _____ as identification) and who did (did not) take an oath, and who acknowledged the he/she executed the foregoing this 30 day of January, 2002.

Commission Expiration:



Catherine Pottaj
Notary Public
Name Printed: Catherine Pottaj

ACKNOWLEDGMENT OF REGISTERED AGENT

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

Robert B. Brandt
Registered Agent
Name Printed: Robert B. Brandt

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