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March 22, 2002

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

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*****78.75 *****78.75

Re: Venetian Bay Club, Inc.

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation for filing. Also enclosed is our firm check in the amount of \$78.75 in payment of the filing fee, resident agent fee and fee for certified copy.

Please provide a certified copy of the Articles at your earliest convenience.

Thank you.

Very truly yours,

William E. Loucks

WEL/gr
Enclosures

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ARTICLES OF INCORPORATION

OF

VENETIAN BAY CLUB, INC.

The undersigned, makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Venetian Bay Club, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, including:

- (a) All business authorized and permitted by State and Federal laws.
- (b) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any and all of the objectives herein enumerated, or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property or otherwise, with all of the powers now or hereinafter conferred by the laws of the State of Florida, upon corporations for profit.
- (c) The business of the corporation is from time to time to do any lawful act and to engage in any lawful business, and it shall have the right to conduct its business in all of its branches in or outside the State of Florida or in any other State, territory or dependency of the United

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States, or in foreign countries it being the intention that each of the objects, purposes and powers specified in all of the provisions of this statement of purpose should be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by reference or inference by or from the terms of any clause of this statement, or any other paragraph of these Articles, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation, the corporation being authorized to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE III

The Capital Stock of this Corporation shall consist of five hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The existence of this Corporation shall be perpetual.

ARTICLE VI

The principal office and mailing address of this Corporation is to be located at 1221 Dunlawton, Suite 200, Port Orange, FL 32119, with the privilege of having other offices at other places within and without the State of Florida.

ARTICLE VII

The initial registered office of this Corporation shall be 1221 Dunlawton, Suite 200, Port Orange, FL 32119, and the initial registered agent of this Corporation at such office shall be Jerry S. Johnson, Sr. who upon acceptance shall comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation as the incorporator is: Jerry S. Johnson, Sr., 1221 Dunlawton, Suite 200, Port Orange, FL 32119.

ARTICLE IX

The officers of said Corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such manner, shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE X

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI

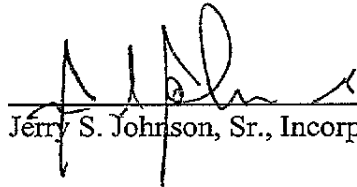
It is the intent of the incorporator that the Corporation will qualify under Section 1244

of the Internal Revenue Code and that the Corporation will file as a Subchapter S Corporation.

ARTICLE XII

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 21st day of March, 2002.



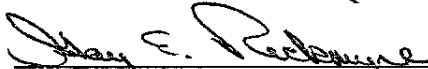
Jerry S. Johnson, Sr., Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 21st day of March, 2002, by Jerry S. Johnson, Sr., who is personally known to me.



Gay E. Rickmyre
MY COMMISSION # CC842469 EXPIRES
July 8, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



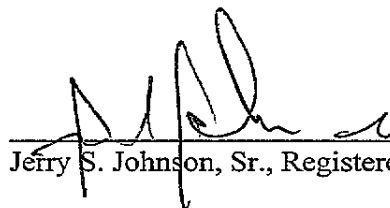
Name of Notary: Gay E. Rickmyre
Notary Public, State of Florida

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Venetian Bay Club, Inc. which is contained in the foregoing Articles of Incorporation and agrees to discharge the obligations required by law.

DATED this 21st day of March, 2002.



Jerry S. Johnson, Sr., Registered Agent