

ACCURATE-SIGNINGS

Paralegal

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FILED

02 JUN 25 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 17, 2002

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-06/20/02--01055--003

****173.00 *****70.00

RE: VANDONGEN FIVE, INC.
NEVERSETTLE, INC.
SUNSHINE RESORTS OF FLORIDA, LLC

Gentlemen:

Enclosed please find original and copy of Articles of Organization for the above mentioned corporations with its appropriate fee, as well as the remaining fee for Sunshine Resorts of Florida, LLC.

Please process and mail back to the following address:

ACCURATE-SIGNINGS
600 N. THACKER AVE. ST. B-8
KISSIMMEE, FL 34741

Cordially,



Martha Hauser, CMNP/MLSS
Paralegal

MH/mn

SE 6/25

FF \$70

600 N. Thacker Ave. Suite B-8
Kissimmee, FL 34741
Phone: 407-344-7704
Fax: 407-348-7502
E-fax: 509-752-8094

<http://www.accurate-signings.com>
accurate-signings@cfl.rr.com

**ARTICLES OF INCORPORATION
OF
VANDONGEN FIVE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said Corporation:

ARTICLE I

The name of this Corporation shall be: **"VANDONGEN FIVE, INC."**

And its business shall be carried in Osceola County, Florida, and also within and without the State of Florida, and in the United States of America, and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II

The General nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

- 1- The nature of business and the objects and purposes to be transacted, promoted or carried on by this Corporation, are to engage in any lawful act or activity for which Corporations may be organized, under the Corporation Act of the State of Florida.
- 2- To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
- 3- To buy, sell, alter and change, let or hire, export or deal in all kind of articles and things which may be required for the purposes of any said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business. Specifically, the main activity will be: **"CAR SELLING AND SERVICE"**.
- 4- To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 100 shares no per value common stock.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation or said property, to be fixed by the Directors of the Company. Stock in other corporations or going business may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV – INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is:

Two Thousand Dollars (\$2,000.00)

ARTICLE V – TERMS OF EXISTENCE

This Corporation shall be in perpetual existence unless dissolved by action of law, or by vote of the stockholders.

ARTICLE VI – ADDRESS

This initial post office address of this Corporation in the State of Florida is:

1738 King Edward Drive, Kissimmee, FL 34744

ARTICLE VII – DIRECTORS

This Corporation shall have no less than one Director, who needs not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Law hereof, but at no time shall there be a number less than one.

ARTICLE VIII

The names and post office addresses of the First Board of Directors and Officers of this Corporation, are as follows:

President & Treasurer
Vice-President/Secretary

William B. VanDongen
William B. VanDongen

ARTICLE IX – SUBSCRIBERS

The name and post office addresses of each subscriber to the Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid thereof are as follows:

Name	Address	No of Shares Paid
William B. VanDongen	1738 King Edward Drive Kissimmee, FL 34744	100%

ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner of thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE XI – INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered Agent of the Corporation is:

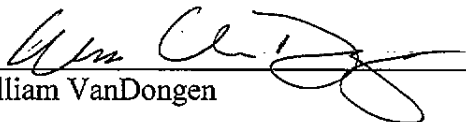
Name	Address
William B. VanDongen	1738 King Edward Drive Kissimmee, FL 34744

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: **VANDONGEN FIVE, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the city of Kissimmee, Osceola County, has named William VanDongen, from 1738 King Edward Drive, Kissimmee, FL 34744, as its Agent to accept service of process within Florida.

I, WILLIAM VANDONGEN, 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 I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

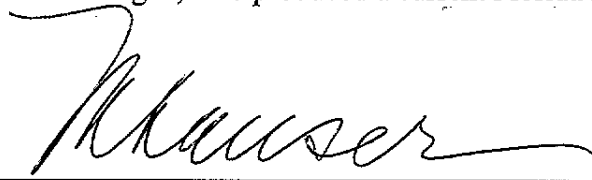
IN WITNESS HEREOF, we hereunto set our hand(s) and seal this 7 of June, 2002.


William VanDongen

STATE OF FLORIDA

COUNTY OF OSCEOLA

Sworn to (or affirmed) and subscribed before me this 7 day of June, 2002 by William VanDongen, who produced a current Florida Driver's license as identification.


Martha Hauser
Notary Public – State of Florida



Martha Hauser
Commission # DD098345
Expires April 8, 2006
Bonded Thru
Atlantic Bonding Co., Inc.