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PICK-UP WAIT MAIL

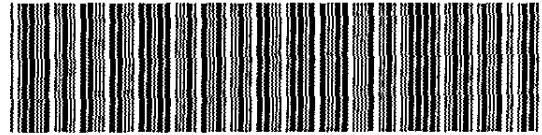
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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LIVINGSTON & LIVINGSTON
ATTORNEYS AND COUNSELORS AT LAW
445 S. COMMERCE AVENUE
SEBRING, FLORIDA 33870-3702

HOWARD G. LIVINGSTON 1907-1975
JAMES L. LIVINGSTON
ROBERT E. LIVINGSTON

TELEPHONE (863) 385-5156
FAX (863) 385-1161

April 29, 2004

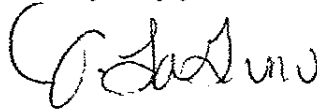
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Sebring Resort, Inc.

Dear Sir or Madaam:

Please find herein the Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75 for filing fee's and one certified copy. Upon filing please forward the originals to my office at the aforementioned address.

Very truly yours,



Jamie LaGrow, Paralegal to
Robert E. Livingston

JL/dms
enclosure/as

ARTICLES OF INCORPORATION
OF
SEBRING RESORT INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is SEBRING RESORT INC.

ARTICLE II: PRINCIPAL OFFICE

The principal office is 2620 ST Rd. 17, Sebring, Florida 33870

ARTICLE III: DURATION

The duration of the corporation is perpetual.

ARTICLE IV: PURPOSE

The general purpose of the corporation is to engage in monthly and seasonal rental property business, and to further engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and engage in and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any one time is Eight Thousand (8000) shares. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00).

ARTICLE VI: INITIAL REGISTERED AGENT

The initial Registered Agent shall be Robert E. Livingston and the Registered Agent's street address shall be 445 South Commerce Avenue, Sebring, Florida 33870.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Steven G. Korb, 776 Hickory Street, Sebring, Florida 33870.

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ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The name and address of the initial Director of the corporation are as follows:

Director

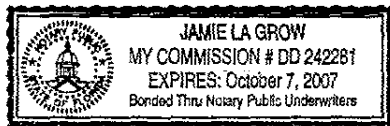
Steven G. Korb

IN WITNESS WHEREOF, the undersigned has executed these articles of Incorporation on this 23 day of April, 2004.


Steven G. Korb

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

The foregoing instrument was acknowledged before me this 23rd day of April, 2004, by Steven G. Korb, who is personally known to me, or who has produced a _____ as identification, and who did (did not) take an oath.




NOTARY PUBLIC

Notarial Seal and Commission

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered agent and office in the State of Florida.

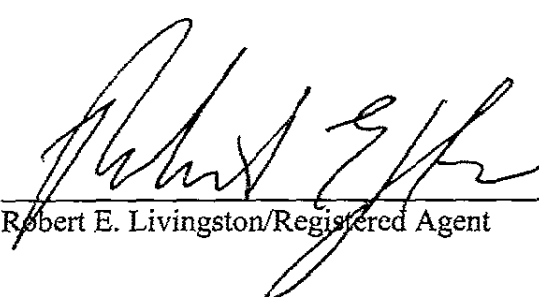
DESIGNATION

1. The name of the corporation is: SEBRING RESORT INC.
2. The name and street address of the registered agent and office are: Robert E. Livingston, 445 South Commerce Avenue, Sebring, Florida 33870.

ACCEPTANCE

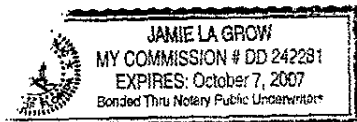
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed this 29th day of April, 2004.


Robert E. Livingston/Registered Agent

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 29th day of April, 2004, by Robert E. Livingston, who is personally known to me, or who has produced a _____ as identification, and who did (did not) take an oath.




NOTARY PUBLIC

Notarial Seal and Commission

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MAY - 3 AM 11: 58