



THE UNITED STATES
CORPORATION
COMPANY

A97000002150

ACCOUNT NO. : 072100000032

REFERENCE : 554269 4352702

AUTHORIZATION :

COST LIMIT :

Patricia P. P. 1997

ORDER DATE : October 6, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 554269-005

CUSTOMER NO: 4352702

000002312240--1

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: STAY-N-PLAY R.V. RESORT, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM12:36

10/6/97
97 OCT -6 PM10:51
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
STAY-N-PLAY R.V. RESORT, LTD.
A FLORIDA LIMITED PARTNERSHIP**

FILED
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DIVISION OF CORPORATIONS
97 OCT - 6 PM 12:33

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "Stay-N-Play R.V. Resort, Ltd."
2. The address of the office of the limited partnership is 2033 Main Street, Sarasota, Florida 34237.
3. The name and address of the agent for service of process on the limited partnership is Williams, Parker, Harrison, Dietz & Getzen, 200 S. Orange Avenue, Sarasota, Florida 34236.
4. The name and business address of the General Partner is:


STAY-N-PLAY R.V. RESORT CORPORATION
2033 Main Street
Suite 400
Sarasota, FL 34237 897000653982
5. The mailing address of the limited partnership is 2033 Main Street, Suite 400, Sarasota, Florida 34237.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2047.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Stay-N-Play R.V. Resort, Ltd., this the 3rd day of October 1997.

Stay-N-Play R.V. Resort Corporation,
a Florida corporation

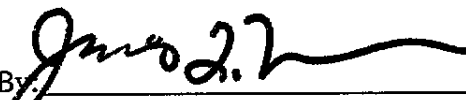
By:


Steele D. Boring, President
"General Partner"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Stay-N-Play R.V. Resort, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

WILLIAMS, PARKER, HARRISON,
DIETZ & GETZEN

By 
As its _____

"Registered Agent"

jd-211492

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Steele D. Boring, as President of Stay-N-Play R.V. Resort, which is the General Partner of Stay-N-Play R.V. Resort, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$6,000,000.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$0-.

FURTHER AFFIANT SAYETH NAUGHT.


Under penalties of perjury, we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.


Steele D. Boring

SWORN TO AND SUBSCRIBED before me this 3RD day of October, 1997 by Steele D. Boring, who is personally known to me or who has produced PERSONAL ID CARD as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)

NOTARY PUBLIC STATE OF FLORIDA
SHARON L. LILLY
COMMISSION # CC598715
EXPIRES 11-4-2000


Signature of Notary Public
SHARON L. LILLY
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on
NOV. 4, 2000