

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8800
 Mailing Address: P.O. Office, Box 1044, Tallahassee, FL 32301
 TOLL FREE: 1-800-427-0667
 FAX: (904) 224-1212

F9300000000650

_____ of _____
 No. **27067**
 Resort Hotel

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Priority _____

To us via _____ Return via _____

Job No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express SM		
Art. of Inc. File		
Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
() Cert. Copy's		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies _____		
Courier Ser.		
Shipping/Handling		
Phone () _____		
Top Priority _____		
Express Mail Prep. _____		
FAX () _____ pgs. _____		
SUBTOTALS		

FILED
93 FEB 12 AM 11:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

W93000002514

File 1st

Name	_____
Address	_____
Document Exempt	_____
Updater	_____
Director	_____
Secretary	_____

TAX	_____
FILING	_____
AGENT FEE	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

900000129549

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ BY *[Signature]* CK No. _____

WALK-IN Will Pick Up **2.4 1.00**

FEE	\$ _____
DISBURSED	\$ _____
SURCHARGE	\$ _____
TAX on corporate supplies	\$ _____
SUBTOTAL	\$ _____
PREPAID	\$ _____
BALANCE DUE	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

RESORT HOTELS, INC.
Unanimous Consent of Directors
in Lieu of Meeting

93 FEB 11 11 11 AM '93
RECEIVED
FALLS CHURCH, VA

The undersigned, all of the directors of Resort Hotels, Inc., a Georgia Corporation, consent to and adopt the following resolution, effective on the date set forth below:

The Vice-President of the Corporation, W. Harrison Merrill, is authorized and directed to execute an application for registration of fictitious name with the Florida Division of Corporations, Department of State, in order to properly qualify the corporation to do business in the State of Florida, pursuant to the Florida Business Corporation Act. The fictitious name of the corporation doing business in Florida shall be Resort Hotels of Georgia, Inc.

Dated: February 9, 1993.

W. Harrison Merrill
Director
S. M. Felsor
Director

Director: _____
Address: _____

Officers:
President: Fred F. Filsoof
Address: 340 W. Peachtree St., NW, Suite 200
Atlanta, Georgia 30308
Vice President: W. Harrison Merrill
Address: 3232 Cobb Parkway, Suite 315
Atlanta, Georgia 30329
Secretary: Hugh O. Nowell
Address: 586 N. Palisandes Circle
Marietta, Georgia 30067
Treasurer: Fred F. Filsoof
Address: 340 W. Peachtree St., NW, Suite 200
Atlanta, Georgia 30308

83 FEB 12 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Name and Street address of Florida registered agent:
Name: Capital Connection, Inc.
Office Address: 417 E. Virginia St., Suite 1
Tallahassee, Florida 32301
(Zip code)

11. Resigared agent's acceptance:
Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I 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 obligation of my position as registered agent.

Registered Agent's Signature: Barbara Kelley

12. Attached is a certificate of existence authenticated by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated. (This Certificate cannot be dated more than 90 days prior to delivery of this application to the Department of State.)

13. *W. Harrison Merrill*
(Signature of Chairman, Vice Chairman or any officer listed in number 9 of the application)

14. W. Harrison Merrill, Vice President
(Name and capacity of person signing application)

FILED
93 FEB 12 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9302436
EFFECTIVE DATE: 02/01/1993
COUNTY : FULTON
REFERENCE : 0069
PRINT DATE : 02/01/1993
FORM NUMBER : 311

MICHAEL R. JOHNSON, SR.
340 W. PEACHTREE ST, NW, STE 200
ATLANTA, GEORGIA 30308

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RESORT HOTELS, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta