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March 15, 2000

FILED
00 MAR 20 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-03/20/00--01106--015
*****70.00 *****70.00

Re: International Resorts and Hotels, Inc.

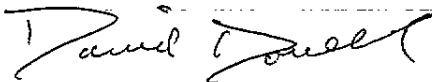
Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a money order in the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a time-stamped copy to the undersigned attorney.

Sincerely,



David Dowell

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL RESORTS AND HOTELS, INC.**

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation ("Corporation") is **INTERNATIONAL RESORTS AND HOTELS, INC.**

ARTICLE II

The address of the principal office of the Corporation is 6376 Raleigh Street, Suite 2013, Orlando, Florida 32835.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 6376 Raleigh Street, Suite 2013, Orlando, Florida 32835. The initial registered agent for the Corporation at that address is James Rainey.

ARTICLE V

The initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve on the initial Board of Directors is:

Name
James Rainey

Address
6376 Raleigh Street, Suite 2013
Orlando, FL 32835

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

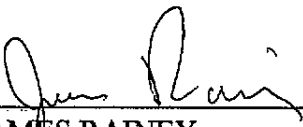
James Rainey

6376 Raleigh Street, Suite 2013
Orlando, FL 32835

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of March, 2000.



JAMES RAINEY
Director and Incorporator of
International Resorts and Hotels,

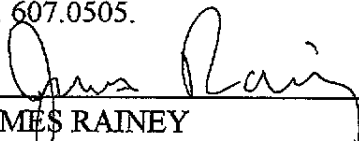
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 20 PM 3:32

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for International Resorts and Hotels, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0505.



JAMES RAINEY