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THE UNITED STATES GORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 771025 156480A

AUTHORIZATION:

COST LIMIT :

ORDER DATE : July 20, 2000

ORDER TIME: 3:03 PM

ORDER NO. : 771025-005

CUSTOMER NO: 156480A

CUSTOMER: Ms. Leanne Heller

Pawlowski, Roberts & Company

Suite 202

505 E. Jackson Street

Tampa, FL 33602

400003344654--9

DOMESTIC FILING

NAME:

YOUNG RESORT MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

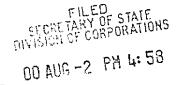
CONTACT PERSON: Pollye Janisse - EXT. 1154 Carried of Middle Villian

THE LEVE DESIGN SO NOISINED DEPARTMENT OF STATE

EXAMINER'S INITIALS:

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BECEINED



ARTICLES OF INCORPORATION

OF

YOUNG RESORT MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
YOUNG RESORT MANAGEMENT, INC.

The address of the principal office of this corporation shall be 117 Casey Key Road, Nokomis, Florida 34275, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 117 Casey Key Road, Nokomis, Florida 34275, and the name of the initial registered agent of the corporation at that address is Cameron Young.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Cameron Young

117 Casey Key Road Nokomis, Florida 34275

Benjamin Young

117 Casey Key Road Nokomis, Florida 34275

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on August 2, 2000.

Its Agent, Laura R. Di

SR/pej

FILED SECRETARY OF STATE OLVISION OF CORPORATIONS

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

CAMERON YOUNG, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

YOUNG RESORT MANAGEMENT, INC.

CAMERON YOUNG is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505. Florida Statutes.

By: / amon / puer

Tuped Name: CAMERON

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