CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pax (850) 222-1222

Kentucky Condos, Inc.

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Art of Inc. File_

				LTD Partnership File
				Foreign Corp. File
				L.C. File
				Fictitious Name File
			<u> </u>	Trade/Service Mark
				Merger File
				Art. of Amend. File
			<u> </u>	RA Resignation
				Dissolution / Withdrawal
				Annual Report / Reinstatement
				Cert. Copy
				Photo Copy
				Certificate of Good Standing
				Certificate of Status
				Certificate of Fictitious Name
			<u> </u>	Corp Record Search
				Officer Search
				Fictitious Search
Signature			<u> </u>	Fictitious Owner Search
				Vehicle Search
				Driving Record 1005
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Walk-In	Will Pick Up			Courier

ARTICLES OF INCORPORATION

OF KENTUCKY CONDOS, INC.

The undersigned hereby subscribe to these Articles of Incorporation and execute same for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be KENTUCKY CONDOS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is 127 West Miami Street, Brooksville, KY 41004. The mailing address for the corporation is P. O. Box 25, Brooksville, KY 41004.

ARTICLE IV - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE VI - INITIAL DIRECTORS

The corporation shall have seven directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors is as follows:

EDWARD J. RUDD

P. O. Box 25

Brooksville, KY 41004

ROBERT SCOTT

4940 Perkins Ridge Brooksville, KY 41004 JOHN C. WYNOCKER 6629 Apache Circle

Cincinnati, Ohio 45243

MONTE D. COOPER = 2107 Buckingham Square

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Maysville, KY 41056

LOUIE A. FLAUGHER 711 Fords Avenue

Brooksville, KY 41004

JOHN H. BROOKS 4596 Brooksville-Germantown Road

Germanton, KY 41044

BRENT FLAUGHER 1 Lake Park Drive

Alexandria, KY 41001

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporators of this corporation is as follows:

RICHARD E. STADLER 1820 Garden Street

Titusville, FL 32796

ARTICLE VIII - REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is as follows:

RICHARD E. STADLER

1820 Garden Street Titusville, FL 32796

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the board of directors and shareholders of the corporation.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in theses Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this &n day of January, 2001.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for KENTUCKY CONDOS, INC.. and agrees to perform all duties and accept all responsibilities imposed by law.

CHARD E. STADLER

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared RICHARD E. STADLER, who is personally known to me or who produced his driver's license for identification, and who took amount and executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same, this $\mathscr{E}_{\mathcal{T}^{\mathsf{H}}}$ January, 2001.

Notary Public, State of Florida

Dianne L. Bays

My Commission Expires:

(SEAL)

STATE OF FLORIDA COUNTY OF BREVARD)

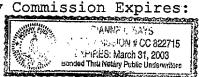


BEFORE ME, the undersigned authority, personally appeared RICHARD E. STADLER who was personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Acceptance of Registered Agent and acknowledged before me that he executed the same, this &n+ day of February, 2000.

Notary Public,

Dianne L. Bays

My Commission Expires:



(SEAL)