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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA SUN HOMES (U.K.), INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 18, 2001

FAS-T

SUBJECT: FLORIDA SUN HOMES (U.K.), INC.
REF: W01000001348

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: E01000007784
Letter Number: 801A00002815

ARTICLES OF INCORPORATION.

OF

FLORIDA SUN HOMES (U.K.), INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **FLORIDA SUN HOMES (U.K.), INC..**
2479 Albany Drive, St. James Park, Kissimmee Fl 34758.

ARTICLE II. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

1. This Corporation is organized for the business of operating and managing a Short and Long Term Vacation and Holiday Rentals, Tourist Attractions and all activities connected with same.

2. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

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

NOTE: Par value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

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Articles of Corporation for
FLORIDA SUN HOMES (U.K.), INC.
Page 2 of 5

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROBERT J. RAO, ESQUIRE

20 S. Rose Ave., Ste. 1, Legal Arts Building, P.O. Box 421845, Kissimmee, FL 34742-1845

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

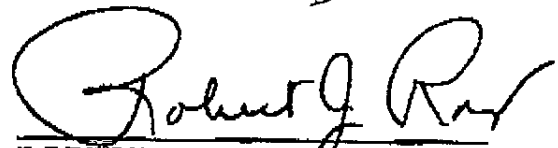
ARTICLE VII. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

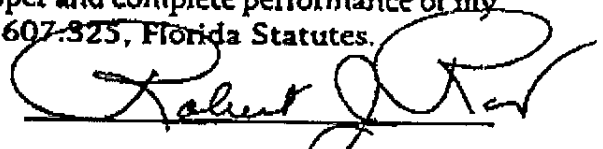
1. The name of the Corporation: **FLORIDA SUN HOMES (U.K.), INC.**
2. The name and address of the registered agent and office is: **ROBERT J. RAO, ESQUIRE at 20 S. Rose Ave., Ste. 1, Legal Arts Building, P.O. Box 421845, Kissimmee, FL 34742-1845.**

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Articles of Corporation for
FLORIDA SUN HOMES (U.K.), INC.
Page 3 of 5


ROBERT J. RAO, ESQUIRE
Registered Agent
Title: Registered Agent
Date: January 11, 2001

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


Date: January 11, 2001

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation.

ARTICLE IX. BOARD OF DIRECTORS.

This Corporation shall have THREE (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE X. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

Articles of Corporation for
FLORIDA SUN HOMES (U.K.), INC.
Page 4 of 5

SIMON LEON EASON

531 Bath Rd., Saltford, Bristol, BS31 3JG, England

ANNETTE ELIZABETH EASON

531 Bath Rd., Saltford, Bristol, BS31 3JG, England

KAREN LOUISE EASON

531 Bath Rd., Saltford, Bristol, BS31 3JG, England

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI. INCORPORATOR.

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

SIMON LEON EASON

531 Bath Rd., Saltford, Bristol, BS31 3JG, England

ARTICLE XII. AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII. OPTIONAL PROVISIONS.

None

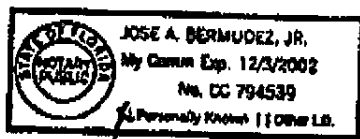
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on January 11, 2001.

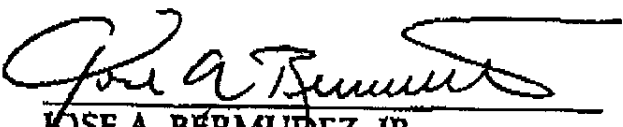

SIMON LEON EASON
Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared SIMON LEON EASON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on January 11, 2001.

(SEAL)




JOSE A. BERMUDEZ, JR.
NOTARY PUBLIC, State of Florida
MY COMMISSION EXPIRES: 12/3/02

This Instrument Prepared By:
Robert J. Rao, Esquire
20 S. Rose Ave., Ste. 1
Legal Arts Building
P.O. Box 421843
Kissimmee, FL 34742-1845
(407) 846-0936/6512 Fx
FL Bar No. 152357