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ATTORNEYS AND COUNSELORS AT LAW

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*ADMITTED IN FLORIDA AND ILLINOIS

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January 25, 2001

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

Re: **Articles of Incorporation for**
Naked Marketing, Inc.
Universal Resorts International, Inc.
Ramada Vacation Homes, Inc.

300003589943-1

-01/29/01--01090--014

210.00 **70.00

Office Use Only

FILED
01 JAN 29 PM 2:28
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

I am enclosing herewith an original of Articles of Incorporation (and one copy) for the three above-referenced corporations for filing. In addition, a check in the amount of \$210.00 is enclosed representing the following:

Filing fee:	\$ 35.00 x 3	\$105.00
Registered agent fee:	\$ 35.00 x 3	\$105.00
Total:		\$210.00

Upon filing, please return the certified copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,

Shirley J. Conley
Shirley J. Conley
Secretary

/sjc
Enclosures

FILED
01 JAN 29 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is:

Universal Resorts International, Inc.
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue 500 shares of capital stock, all of one class.
5. **Initial Registered Office and Agent.** The name and address of the initial Registered Agent and Registered Office of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Richard E. Larsen	34 East Pine Street Orlando, Florida 32801

6. **Principal Office.** The principal office of this corporation is as follows:

1071A Eric Court
Kissimmee, Florida 34744
7. **Mailing Address.** The mailing address of this corporation is as follows:

1071A Eric Court
Kissimmee, Florida 34744

8. **Board of Directors.** This corporation shall have 3 directors. The number of directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law.

9. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Richard E. Larsen	34 East Pine Street Orlando, Florida 32801

10. **Preemptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares issued immediately prior to the new issue. Any shareholder who does not exercise his right and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive right, shall waive his preemptive right for that issue. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

11. **Management.** The authority to manage this corporation shall be vested in the Board of Directors, subject to the terms and conditions contained in the By-laws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 23rd day of January, 2001.

INCORPORATOR:

Richard E. Larsen

REGISTERED AGENT:

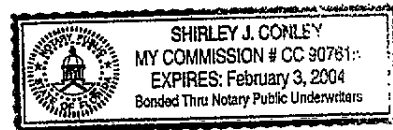
Richard E. Larsen

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of January,
2001 by **Richard E. Larsen** who is personally known to me or produced
as identification.

Shirley J. Conley
Notary Public
Stamp or Seal:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation,
at the place designated in these Articles of Incorporation, 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 607.0505, Florida Statutes.

Richard E. Larsen, Registered Agent