

CAPITAL CONNECTION, INC.

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

P010000017144

700003705427--0
-02/15/01--01031--009
*****78.75 *****78.75

Funshine Vacation Villas, Inc.

<input checked="" type="checkbox"/>	Art of Inc. File	FILED 01 FEB 15 AM 11:13 SECRETARY OF STATE TALLAHASSEE FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	RECEIVED 01 FEB 15 AM 10:19 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE FLORIDA
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	T. SMITH FEB 15 2001
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION

OF

FunShine Vacation Villas, Inc.

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

ARTICLE I **NAME OF THE CORPORATION**

The name of this Corporation shall be FunShine Vacation Villas, Inc.

ARTICLE II **PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLE III **PURPOSE**

The Corporation is organized for the purpose of the ownership or management of rental homes in the Southwest Orlando area, as well as engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV **AUTHORIZED SHARES**

Number: The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock at no par value.

Issue: One Hundred (100) shares of the Capital Voting Stock of the Corporation shall be issued for adequate consideration in the following manner:

100 Shares to Cynthia A. Shattuck

FILED
01 FEB 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, or in such other manner agreed to by the Shareholders.

Classes of Stock: The shares of the Corporation may be divided into classes.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The street address in Florida of the initial registered office of the Corporation is 485 Water Street, Celebration, Florida 34747, and the name of the initial registered agent at said address is Cynthia A. Shattuck.

ARTICLE VI **PRINCIPAL OFFICE**

The Principal Office of the corporation shall be 485 Water Street, Celebration, Florida 34747.

ARTICLE VII **BOARD OF DIRECTORS**

This corporation shall have Two (2) Directors constituting the initial Board of Directors. The Directors need not be a resident of the State of Florida or Shareholder of the Corporation. Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the persons who shall serve as Directors until the first annual meeting of Shareholders, or until their successor has been elected and qualified,

is as follows:

Name	Address
CYNTHIA A. SHATTUCK	485 Water Street Celebration, Florida 34747
STEVEN J. SHATTUCK	485 Water Street Celebration, Florida 34747

ARTICLE VIII
INCORPORATORS

The name and address of the initial incorporator is as follows:

Steven J. Shattuck	485 Water Street Celebration, Florida 34747
--------------------	--

ARTICLE IX
PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Celebration, Osceola County, Florida on this 12th day of February 2001.



Steven J. Shattuck, Incorporator

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 9th day of February 2001 by **Steven J. Shattuck**, who is ✓ personally known to me **or** who produced

his State of Florida Driver's License No. N/A, as identification
and who did not take an oath.

Mel Pearlman

Notary Public

My Commission Expires:



Mel Pearlman
MY COMMISSION # CC773759 EXPIRES
September 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Fla.Stat.Sec. 48.091, the following is submitted:

FunShine Vacation Villas, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 485 Water Street, Celebration, Florida 34747, has named Steven J. Shattuck, 485 Water Street, Celebration, Florida 34747, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 2nd day of February, 2001.



Steven J. Shattuck, Resident Agent

FILED
01 FEB 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA