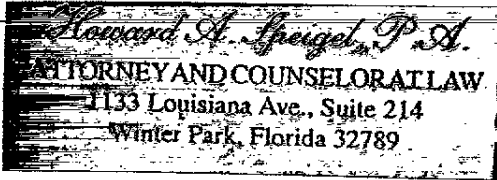


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Requester's Name

Address



FILED  
01 MAY 11 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_ 400004212824--5  
 (Corporation Name) (Document #) -05/11/01--01125--004  
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- 2. \_\_\_\_\_  
 (Corporation Name) (Document #)
- 3. \_\_\_\_\_  
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- 4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in  Pick up time  Certified Copy
- Mail out  Will wait  Photocopy  Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

5-17-01  
WAC

**ARTICLES OF INCORPORATION  
OF  
FRONTLINE RESORTS, INC.**

FILED  
01 MAY 11 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators have associated themselves together, and do hereby certify that they have associated themselves together for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of Chapter 607 of the Florida Statutes, for the transaction of business with and under the following charter:

**ARTICLE I**

The name of the corporation shall be: **FRONTLINE RESORTS, INC.**

**ARTICLE II**

The general nature of the business to be conducted by this corporation shall be to such extent as a corporation organized under the corporation laws of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

**ARTICLE III**

The general powers of this corporation shall include all powers enumerated under Section 607.011 of the laws of the State of Florida and are to include, but not be limited to:

- a. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- b. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- c. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141 of the laws of the State of Florida.

d. To purchase, take, receive, subscribe for, or otherwise acquire, own, vote, hold, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

e. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

f. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

g. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

h. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

i. To make and alter by-laws, not inconsistent with these articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

j. To make donations for the public welfare or for charitable, scientific, or educational purposes.

k. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

l. To pay pensions and establish pension plans, profit sharing plans stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employee of its subsidiaries.

m. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

n. To conduct its business or any part or parts thereof in the United States of America, or any of them in the territories and the District of Columbia, and in any and all dependencies, colonies, or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to place, and to have one or more offices or agencies and keep such books of the company outside of the State of Florida as are not required by law to be kept within this State.

o. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth, to the same extent as a natural person might or could do.

p. None of the objects and powers herein above specified and clauses and paragraphs contained in this Article, shall in anyway be limited or restricted by references to or inference from the terms of any other objects, powers, clauses or paragraphs of this Article or any other article in this certificate, but the objects and powers specified in each of the paragraphs and clauses in this Article shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers not be held to restrict or limit in any manner the powers of this corporation as may be provided by law or otherwise.

#### **ARTICLE IV**

This corporations authorized to issue two hundred and fifty thousand (250,000) shares of one cent (\$.01) par value sec. 1244 common stock which shall be designated "Common Shares".

#### **ARTICLE V**

The corporation shall have perpetual existence unless sooner dissolved according to law.

#### **ARTICLE VI**

The street address, mailing address, registered office and principal office of this corporation is 751 Jamestown Drive, Winter Park, Florida 32792 and the name of the initial registered agent at that address is Marc T. McCloskey.

#### **ARTICLE VII**

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the by-laws of the corporation. The Board of Directors shall be elected or appointed by the stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

## ARTICLE VIII

The name and post office addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Marc T. McCloskey	751 Jamestown Drive Winter Park, Florida 32792
Robert J. McCloskey	751 Jamestown Dr. Winter Park, Florida 32792

## ARTICLE IX

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointments may be made therefore, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the by-laws. The officers who shall serve during the first year of existence of the corporation, or until their successors are elected and have qualified, are as follows:

President: Robert J. McCloskey  
Secretary-Treasurer: Marc T. McCloskey

## ARTICLE X

The names and post office addresses of the incorporators to the capital stock of the corporation and the number of shares they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE OF CONSIDERATION</u>
Robert J. McCloskey	751 Jamestown Dr. Winter Park, FL 32792	62,501	\$625.00
Marc T. McCloskey	751 Jamestown Dr. Winter Park, FL 32792	62,501	\$625.00

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation at the price of which they are to be purchased by the other persons.

#### **ARTICLE XI**

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 XII**

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the by-laws so provide, to hold meetings, both of stockholders and directors either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the directors and of stockholders may be held upon such notice thereof as may be set forth in the by-laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the by-laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of the State of Florida, and by the by-laws of this corporation consistent therewith.
3. The number of directors of this corporation shall be fixed from time to time by the by-laws, and may be increased or decreased as shall be provided by the by-laws, subject to any limitations imposed by the certificate of incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of directors or by death, resignation, or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.
4. The corporation in its by-laws may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the corporation, other than the president, to be a director, or for any officer to be a stockholder.

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6. The annual meeting of the stockholders shall be held on such day as may be fixed by the by-laws of the corporation, and the date of such meeting may be changed from time to time as the by-laws may provide; and the manner of calling meetings of stockholders and directors shall be fixed by the by-laws.

7. 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

### **ARTICLE XIII**

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

### **ARTICLE XIV**

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm corporation; and any director or directors or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation with any other person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, and each and every person who may become a director or officer of this corporation is here relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

IN WITNESS WHEREOF, we, the undersigned, being the subscribers to the capital stock of **FRONTLINE RESORTS, INC.** as herein set forth do hereby make and file this certificate hereby declaring and certifying that the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth and stated and accordingly have hereunto set hand and seal in the County of Orange, State of Florida, this 17<sup>th</sup> day of May, 2001

Robert J. McCaskey

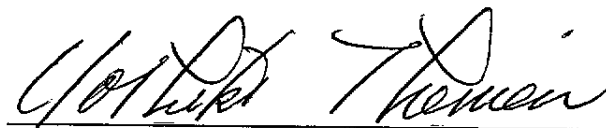
Marc McCaskey



**STATE OF FLORIDA  
COUNTY OF ORANGE**

**I HEREBY CERTIFY** that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Marc T. McCloskey and Robert J. McCloskey to me well known and known to me to be the individuals who subscribed to me and signed the above and foregoing Articles of Incorporation, and whose identities were further established by presentation of their driver's licenses, and who acknowledged before me that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my hand and seal in the County and State last aforesaid this 8th  
day of May, 2001.

  
\_\_\_\_\_  
**NOTARY PUBLIC**

My Commission Expires:



Yoshiko K Therrien  
My Commission **CC0985670**  
Expires October 17 2004

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: that **FRONTLINE RESORTS, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Winter Park, County of Orange, State of Florida, has named Marc T. McCloskey located at 751 Jamestown Drive., Winter Park, Florida 32792 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

*Marc McCloskey*  
RESIDENT AGENT

FILED  
01 MAY 11 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA