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FROM HOLLAND & KNIGHT LLP 407 244 5288
Division of Corporations

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Florida Department of State
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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.
Paradise Cove Resort, Inc.

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

02 JAN -4 AM 11:00

OF

PARADISE COVE RESORT, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be PARADISE COVE RESORT, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 3060 Cherokee Road, St Cloud, Florida 34772, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

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

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$0.01 par value per share.

ARTICLE VI
Registered Office and Registered Agent

The initial street address of the registered office of this Corporation in the State of Florida shall be 200 S. Orange Avenue, Suite 2600, Orlando, Florida, 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is INTRASTATE REGISTERED AGENT CORPORATION. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII
Initial Board of Directors

The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
James D. Barnett	3060 Cherokee Road St. Cloud, Florida 34772

ARTICLE VIII
Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
James D. Barnett	3060 Cherokee Road St. Cloud, Florida 34772

Executed this 21 day of December, 2001.


James D. Barnett, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

INTRASTATE REGISTERED AGENT CORPORATION

Signature: Glenn A. Adams
Glenn A. Adams, Vice President

Date: January 4, 2002

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