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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

RESORTPROPERTIES.COM, INC.

Certificate of Status	1
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Ps 1/9/02

ARTICLES OF INCORPORATION
OF
RESORTPROPERTIES.COM, INC.,
a Florida corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the corporation is Resortproperties.com, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 5020 Tamiami Trail North, Suite 120, Naples, Florida 34103.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the Corporation is Jeanne L. Seewald, 850 Park Shore Drive, Suite 300, Naples, Florida 34103.

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ARTICLE V

INCORPORATOR

The name and address of the incorporator is Michael J. Timmerman, 5020 Tamiami Trail North, Suite 120, Naples, Florida 34103.

ARTICLE VI

DURATION

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE IX

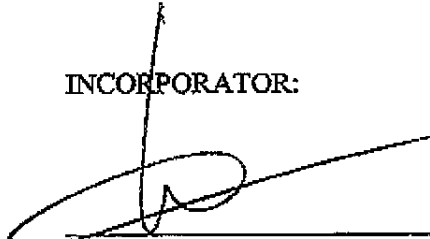
AMENDMENT

These Articles of Incorporation may be amended by the assent of shareholders holding fifty-one percent (51%) of the outstanding common stock of the Corporation.

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IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 2nd day of January, 2002.

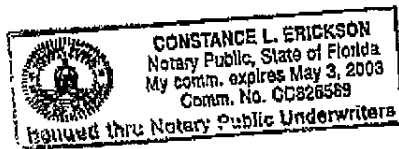
INCORPORATOR:




Michael J. Timmerman

STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 2nd day of January, 2002 by Michael J. Timmerman, who () is personally known to me, or who (X) has produced a Florida driver's license as identification.



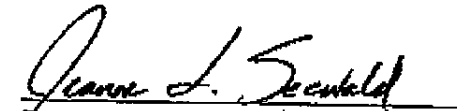

NOTARY PUBLIC, STATE OF FLORIDA
Name: CONSTANCE L. ERICKSON
(Type or Print)
My Commission Expires: 5/3/03

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**RESORTPROPERTIES.COM, INC.,
a Florida corporation**

ACCEPTANCE OF REGISTERED AGENT

I, Jeanne L. Seewald, 850 Park Shore Drive, Suite 300, Naples, Florida 34103, being the person named in the Articles of Incorporation of Resortproperties.com, Inc. as the registered agent of this corporation, hereby consent to accept service of process for the corporation at the address set forth above, and accept the appointment as registered agent and agree to act in this capacity. I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of registered agent as provided for in Chapter 607.0501, F.S.


Jeanne L. Seewald
Registered Agent

Dated: January 2, 2002

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