JAMES E. SHEPHERD WILLIAM J. MCCABE R. EDWARD COOLEY

June 20, 2002

1450 WEST STATE ROAD 434 SUITE 200 LONGWOOD, FLORIDA 32750 TELEPHONE (407) 830-9191 FAX SHEPHERD (407) 830-9049 COOLEY (407) 830-9049 MCCABE (407) 265-0409

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

300005923263--4 -06/24/02--01047--001 *****78.75 ******78.75

RE: Incorporation of HOLIDAY HOMES OF FLORIDA, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the abovenamed corporation, together with my check in the amount of \$78.75. Please return to the undersigned a date stamped copy of the Articles of Incorporation and a Certificate of Incorporation.

Very truly yours

R. EDWARD COOLEY

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REC:cw Encl.

2544 WO2-18323

FH15/02



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

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SECRETARY OF STATE TALLAHASSEE FLORIDA

June 24, 2002

R. EDWARD COOLEY, ESQ. 1450 WEST STATE ROAD 434 SUITE 200 LONGWOOD, FL 32750

SUBJECT: HOLIDAY HOMES OF FLORIDA, INC.

Ref. Number: W02000018323

We have received your document for HOLIDAY HOMES OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 802A00040552

FILED

ARTICLES OF INCORPORATION OF HOLIDAY HOMES & VILLAS OF FLORIDA, INC.

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The undersigned subscriber to the Articles of Incorporation, a FALLICAL POSSE FLORIDA competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation will be HOLIDAY HOMES & VILLAS OF FLORIDA, INC. and the principal place of business of the corporation shall be 590 N. Semoran Blvd., Orlando, FL 32807.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT NAME AND ADDRESS

The street address of the initial registered agent of the corporation is 1450 SR 434 West, Suite 200, Longwood, Florida 32750 and the name of the initial registered agent of the corporation is R. EDWARD COOLEY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors initially. The name and

street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until his successor is elected or appointed, is:

MARK L. ALLEN 590 N. Semoran Blvd. Orlando, FL 32807

P/DIRECTOR

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SECRETARY OF ST
TALLAHASSEE FLO

ANNE M. ALLEN 590 N. Semoran Blvd. Orlando, FL 32807

S/T/DIRECTOR

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is R. EDWARD COOLEY, 1450 SR 434 West, Suite 200, Longwood, Florida 32750.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this

28 day of June, 2002.

R. EDWARD COOLEY

Sworn to and subscribed before me this

Notary Public, State of Florida

CYNTHIA L. WERNER

My commission expires:

Personally known OR Produced Identification

Type of Identification Produced ____

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

R. EDWARD COOLEY