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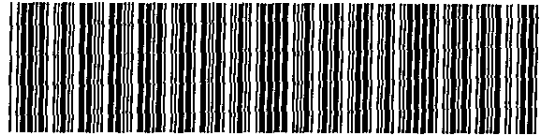
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EFFECTIVE DATE

04-02-03

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03 APR -4 PM 3:19
FBI

W03-10238

5/19

DENNIS F. FAIRBANKS

Attorney At Law

3420 N. Harbor City Blvd.

Melbourne, Florida 32935

(321) 255-0143

(321) 751-1293 Fax

May 15, 2003

Division of Corporations
ATTN: BECKY McKNIGHT
P.O. Box 6327
Tallahassee, Florida 32314

Re: Kennedy Investments, Inc./
Resort Condos, Inc.
Reference No. W03000010238

Dear Ms. McKnight:

Enclosed please find Articles of Incorporation for Resort Condos, Inc. These are replacements for our previous submission of articles for Kennedy Investments, Inc. Copies of the previously submitted Articles and your letter of April 10, 2003 are also enclosed for reference.

Please file these articles and return a date stamped copy in the envelope provided. Please contact me if you have any questions.

Sincerely,



Dennis F. Fairbanks

DFF/ss
enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 10, 2003

DENNIS F FAIRBANKS ESQ
3420 N HARBOR CITY BLVD
MELBOURNE, FL 32935

SUBJECT: KENNEDY INVESTMENTS, INC.
Ref. Number: W03000010238

We have received your document for KENNEDY INVESTMENTS, INC. and your check(s) totaling \$70.00. 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) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 303A00021518

ARTICLES OF INCORPORATION

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

ARTICLE I ~ NAME

The name of the corporation shall be RESORT CONDOS, INC.

EFFECTIVE DATE
04.02.03

ARTICLE II ~ PRINCIPAL OFFICE

The principal place of business of the corporation shall be 827 Cheney Highway Apartment J, Titusville, Florida 32780. The mailing address shall be 55887 Forrestbeach Road, Dowagiac, Michigan 49047.

ARTICLE III ~ CAPITALIZATION

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand, in a single class, without par value.

ARTICLE IV ~ CORPORATION DURATION

The corporation shall commence existence on April 2, 2003 and shall have perpetual existence.

ARTICLE V ~ PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of real property leasing and development.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI ~ INCORPORATOR

The name and address of the Incorporator of this corporation is Dennis F. Fairbanks, 3420 N. Harbor City Blvd., Melbourne, Florida 32935.

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SECRETARY OF STATE
TAMPA FLORIDA

ARTICLE VII ~ DIRECTOR

The corporation shall have one initial Director whose name is JOHN KENNEDY and who resides at 55887 Forrestbeach Road, Dowagiac, Michigan 49047.

ARTICLE VIII ~ REGISTERED AGENT

The initial Registered Agent for this corporation shall be Dennis F. Fairbanks. The street address of the office of the Registered Agent shall be 3420 N. Harbor City Blvd., Melbourne, Florida 32935.

Executed by the undersigned at Melbourne, Florida on April 2, 2003.


DENNIS F. FAIRBANKS

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent by Article VIII of the Articles of Incorporation RESORT CONDOS, INC., I HEREBY ACCEPT the appointment as Registered Agent and agree to act in this capacity and abide by the laws of the State of Florida which relate to this office, and that I am familiar with such laws and duties, and that the street address of the office of the Registered Agent is 3420 N. Harbor City Blvd., Melbourne, Florida 32935.


DENNIS F. FAIRBANKS