

Page 2 of 2

Division of Corporations Page of
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PAGE 1

PAGE 02/05

PAGE 2/ 5

PAGE 02/05

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CONDOTELS CAPITAL GROUP, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 807 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CONDOTELS CAPITAL GROUP, INC.

The address of the principal office of this corporation shall be:

3501 West Vine Street, Kissimmee, FL 34741

and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be **3501 West Vine Street, Kissimmee, FL 34741** and the name of the initial registered agent of the corporation at that address is **Frank G. Gay**.

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FILE No.712 06/06 '03 14:48 ID:CSC

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PAGE 3/ 5

PAGE 03/05

PAGE 2

PAGE 04/05

H03000209286 1

ARTICLE VIII. SPECIAL PROVISION

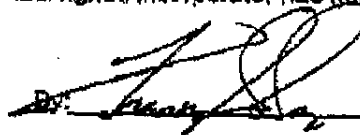
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Frank G. Gay, 3501 West Vine Street, Kissimmee, FL 34741

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand
this 1 day of June, 2003.


By: _____

Frank G. Gay, Incorporator

H03000209286 1

FILE No.712 06/06 '03 14:48 ID:CSC

FAX:850 521 1010

PAGE 4/ 5

06/06/2003 12:18 4079324387

P DAUGHERTY

PAGE 04/05

NOV-22-75 FRI 12:21 PM CONDOTELS
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PAGE 3

H03000209286 1

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors. The names and addresses of the initial members of the Board of Directors are:

Rebecca B. Gay, 3501 West Vine Street, Kissimmee, FL 34741

Frank G. Gay, 3501 West Vine Street, Kissimmee, FL 34741

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: Rebecca B. Gay, 3501 West Vine Street, Kissimmee, FL 34741

Vice

President/

Secretary/

Treasurer: Frank G. Gay, 3501 West Vine Street, Kissimmee, FL 34741

H03000209286 1

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PAGE 5/ 5

PAGE 00/00

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PAGE 4

PAGE 00/00

H03000209286 1

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

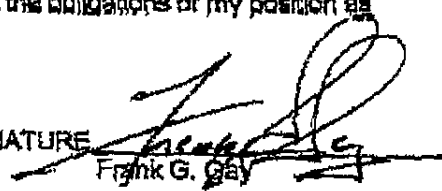
CONDOTELS CAPITAL GROUP, INC.

The name and address of the registered agent and office is:

**Frank G. Gay
3601 West Vine Street, Kissimmee, FL 34741**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 my position as registered agent.

SIGNATURE


Frank G. Gay

DATE

6/5/03

CLERK OF STATE
TALLAHASSEE FLORIDA

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