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(Requestor's Name)

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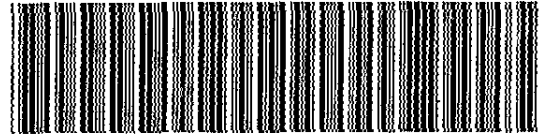
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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W03-3243
KSD
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LAW OFFICE OF JOHN SCHWARTZ
Member of the Florida and California Bar

(407) 931-2886

October 22, 2003

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

Re: Florida Palms Vacation Villas Incorporated

Gentleman:

Enclosed please find the original and copy of the Articles of Incorporation of Florida Palms Vacation Villas Incorporated, together with my check in the amount \$122.50 covering the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

Thank you for your attention to this matter.

Very truly yours,


John Schwartz



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 4, 2003

LAW OFFICE OF JOHN SCHWARTZ
316 N. JOHN PARKWAY., SUITE 13
KISSIMMEE, FL 34741

SUBJECT: FLORIDA PALMS VACATION VILLAS INCORPORATED
Ref. Number: W03000032431

We have received your document for FLORIDA PALMS VACATION VILLAS INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6924.

Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter Number: 903A00060032

ARTICLES OF INCORPORATION
OF
FLORIDA PALMS VACATION VILLAS INCORPORATED

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is: FLORIDA PALMS VACATION VILLAS INCORPORATED

ARTICLE II
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 316 N. JOHN YOUNG PARKWAY, SUITE 13, KISSIMMEE, FLORIDA 34744, until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III
Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John Schwartz. The street address of the initial registered office of this corporation is: 316 N. JOHN YOUNG PARKWAY SUITE 13, KISSIMMEE, FLORIDA 34741.

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TALLAHASSEE, FLORIDA

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation, which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders. The name and address of the Directors are as follows:

DERMOT MICHAEL MORAN	Dir/Pres
316 N. John Young Parkway	
Suite 13	
Kissimmee, Fl 34741	

SHEILA MORAN	Dir/V.P./Sec/Treas
316 N. John Young Parkway	
Suite 13	
Kissimmee, Fl 34741	

ARTICLE VIII
Incorporator

The name and street address of the incorporators are:

John Schwartz
316 N. John Young Parkway
Suite 13
Kissimmee Florida 34744

ARTICLE IX
By laws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

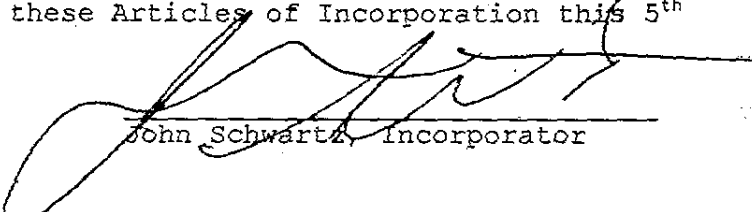
ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

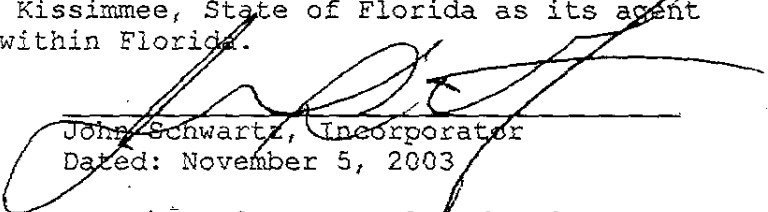
The incorporator executed these Articles of Incorporation this 5th day of November, 2003.


John Schwartz, Incorporator

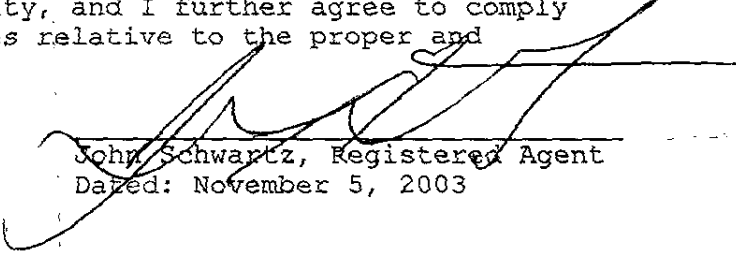
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That FLORIDA PALMS VACATION VILLAS INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 316 N. John Young Parkway, Suite 13, City of Kissimmee, State of Florida, has named John Schwartz, 316 N. John Young Parkway, Suite 12, Kissimmee, State of Florida as its agent to accept service of process within Florida.


John Schwartz, Incorporator
Dated: November 5, 2003

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


John Schwartz, Registered Agent
Dated: November 5, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA