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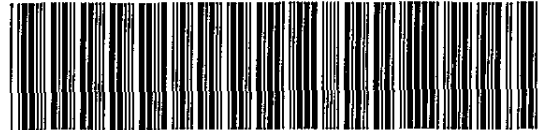
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LAW OFFICES  
SCHREEDER, WHEELER & FLINT, LLP  
THE CANDLER BUILDING  
SIXTEENTH FLOOR  
127 PEACHTREE STREET, N.E.  
ATLANTA, GEORGIA 30303-1845  
(404) 681-3450  
FACSIMILE: (404) 681-1046

Kelly S. Layfield  
Paralegal

E-MAIL: klayfield@swflfp.com

November 14, 2003

Florida Department of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: Residence Club at Lighthouse Pointe Owners' Association, Inc., a FL nonprofit corporation;  
AIV Resort Management and Marketing Company, a Florida corporation; and  
Valdoro Marketing, LLC, a Missouri limited liability company

Dear Sir or Madam:

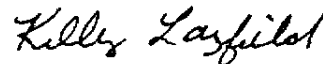
Enclosed herewith are the following documents for filing with your office:

1. Articles of Incorporation for Residence Club at Lighthouse Pointe Owners' Association, Inc. (one original and one copy);
2. Articles of Incorporation for AIV Resort Management and Marketing Company (one original and one copy); and
3. Application for Foreign Qualification of Valdoro Marketing, LLC.

This firm's checks in the amounts of \$70 for each incorporation and \$125 for the foreign qualification are enclosed.

Please return the processed documents to my attention. Please feel free to call me should you need additional information. Thank you for your assistance in this matter.

Sincerely,



Kelly S. Layfield  
Paralegal

/ksl  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**AIV RESORT MANAGEMENT AND MARKETING COMPANY**  
**A Florida Profit Corporation**

In compliance with the provisions of Chapter 607, Florida Statutes, the undersigned person, acting as Incorporator, signs and acknowledges the following Articles of Incorporation for this corporation.

**ARTICLE I**

Name

The name of this corporation is AIV Resort Management and Marketing Company (hereinafter referred to as the "Company").

**ARTICLE II**

Address of Principal Office

The Company's principal office is located at:

29291 Grandview Manor  
Yulee, FL 32097

The Company's mailing address is as follows:

1417 Sadler Road #147  
Amelia Island, Florida 32034

**ARTICLE III**

Purposes

The purposes for which the Company is formed are:

A. To exercise all of the powers and privileges, perform all of the duties, and fulfill all of the obligations of the Company as set forth in the Company's By-Laws, any management agreement now or hereafter executed by the Company.

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TALLAHASSEE, FLORIDA

B. To perform and carry on any lawful activity whatsoever which the Company may deem proper and convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of the Company or to enhance or further the accomplishment of any of its powers, purposes and objectives; to conduct its business either inside or outside the State of Florida; to have and to exercise all of the powers conferred by the laws of the State of Florida upon profit corporations formed under the laws pursuant to and under which the Company is formed, as such laws are now in effect and may at any time hereafter be amended.

C. To carry out all or any part of the foregoing purposes as principal, agent, or otherwise, either alone or in conjunction with any person, firm, association or other corporation and in any part of the world; to employ or engage independent contractors and employees, including specifically one or more managing agents to carry out its purposes; and for the purpose of obtaining or furthering any of its purposes, to make and perform contracts of any lawful kind and description with any person, firm, corporation, government or governmental subdivision, to sue and be sued in its own name, to do such acts and things and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same shall not be inconsistent with the Company's By-Laws or the laws of the State of Florida.

D. To exercise all other common law or statutory powers of a profit corporation which are not in conflict with the Company's By-Laws or any applicable provision of law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and, except where otherwise indicated, the purposes and powers stated in each clause shall be in no way limited or restricted by reference to the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE IV

##### Authorized Shares of Stock

The total number of shares of stock, which the corporation has authority to issue, is 10,000 shares of capital stock, all of which shall be designated as "Common Stock". Shares of the Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Election of Directors

The method of election of directors of the Company is stated in the By-Laws of the

Company.

A. The affairs of the Company shall be governed by a Board of Directors comprised of at least three (3) but no more than seven (7) persons; provided, however, that the Board shall at all times be comprised of an odd number of Directors. Provisions regarding the qualification, election, term, removal and resignation of Directors shall be set forth in the Company's By-Laws.

B. The initial Board of Directors shall be appointed by Developer and shall serve until such time as Developer appoints replacement Directors or until their successors have been qualified and duly elected by the members of the Company in the manner provided in the By-Laws. The names and addresses of the persons who are to serve as the initial Directors are:

Strickland Holloway  
1417 Sadler Road, # 147  
Amelia, Florida 32034

Vafa Ghalahgir  
1417 Sadler Road, # 147  
Amelia, Florida 32034

Pamela M. Holloway  
1417 Sadler Road, # 147  
Amelia, Florida 32034

C. The affairs of the Company shall be administered by a President, Vice-President, Secretary, Treasurer and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. The Officers of the Company shall be elected annually by the Board of Directors at the organizational meeting of each newly constituted Board and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

Vafa Ghalahgir  
Strickland Holloway

President and Treasurer  
Vice President and Secretary

## **ARTICLE VI**

### **Registered Office and Agent**

The address of the initial registered office of the Company shall be 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent at such address shall be CT Corporation System.

## **ARTICLE VII**

### **Incorporator**

The name and address of the Incorporator, a natural person competent to contract, is as follows:

Leo Rose III, Esq.  
Schreeder, Wheeler & Flint, LLP  
127 Peachtree Street, N.E.  
1600 Candler Building  
Atlanta, Georgia 30303-1845

## **ARTICLE VIII**

### **Term**

The period of duration of the Company is perpetual.

## **ARTICLE IX**

### **Liability of Directors and Officers**

A Director or Officer of the Company shall not be personally liable to the Company or its stockholders for monetary damages for any breach of fiduciary duty as a Director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 607.0834 with regard to unlawful distributions; or (iv) for any transaction from which the director derived an improper personal benefit.

## **ARTICLE X**

### **By-Laws**

The initial By-Laws of the Company shall be adopted by the initial Board of Directors and may be altered, amended or repealed by the Board in the manner provided therein.

**ARTICLE XI**

**Amendments**

A. A proposed amendment to these Articles of Incorporation shall be set forth in a resolution adopted by the Board of Directors. Upon the filing of such amendment with the Department of State, the amendment shall become effective and these Articles of Incorporation shall be amended accordingly.

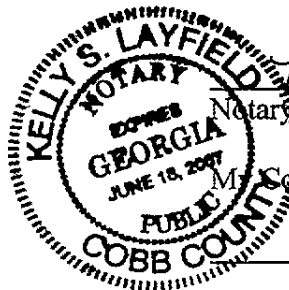
IN WITNESS WHEREOF, the Incorporator hereto has hereunto set his hand and seal and caused these Articles of Incorporation to be signed this 13<sup>th</sup> day of November, 2003.

  
LEO ROSE III, Incorporator

STATE OF GEORGIA )  
COUNTY OF FULTON )

BEFORE ME, the undersigned authority, personally appeared Leo Rose III, as Incorporator, to me known to be the person who executed the foregoing Articles of Incorporation of the **AIV Resort Management and Marketing Company**, and being by me duly sworn, declared that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 13<sup>th</sup> day of November, 2003.

  
Kelly S. Layfield  
Notary Public  
Commission Expires: 6-18-07

ACCEPTANCE OF APPOINTMENT

CT CORPORATION SYSTEM, a Delaware corporation, having been designated as the registered agent for AIV Resort Management and Marketing Company, hereby agrees to act in such capacity and acknowledges that it is familiar with and accepts the obligations of such position.

CT CORPORATION SYSTEM, a  
Delaware corporation

By: Shelley Savage

Printed Name: Shelley Savage  
Vice President

Its: Vice President

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TALLAHASSEE, FLORIDA