

**Electronic Articles of Incorporation
For**

P04000009352
FILED
January 12, 2004
Sec. Of State

GRAND LIFESTYLES RESORTS MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GRAND LIFESTYLES RESORTS MANAGEMENT, INC.

Article II

The principal place of business address:

4532 W. KENNEDY BLVD.,
BOX 337
TAMPA, FL. 33609

The mailing address of the corporation is:

4532 W. KENNEDY BLVD.,
BOX 337
TAMPA, FL. 33609

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000,000

Article V

The name and Florida street address of the registered agent is:

MICHAEL L BROWNING
402 APPELROUTH LANE
KEY WEST, FL. 33040

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MICHAEL L. BROWNING

Article VI

The name and address of the incorporator is:

MICHAEL L. BROWNING
402 APPELROUTH LANE

KEY WEST, FL 33040

Incorporator Signature: MICHAEL L. BROWNING

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DIR
MICHAEL L BROWNING
402 APPELROUTH LANE
KEY WEST, FL. 33040

Title: P
RICHARD F FERRELL
4532 W. KENNEDY BLVD, BOX #337
TAMPA, FL. 33609

Title: S/T
DEAN HARBERTS
4532 W. KENNEDY BLVD, BOX #337
TAMPA, FL. 33609