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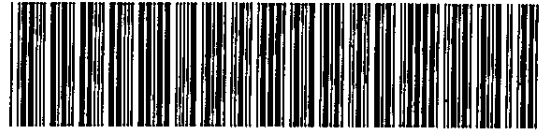
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July 16, 2004

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VIA FIRST CLASS MAIL

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: L & M ENTERPRISES, INC.

Enclosed are the original and two (2) copies of the articles of incorporation of L & M ENTERPRISES, INC., and a check for \$78.75 to cover the filing fee and a returned Certified Copy of same.

FROM: Stephen D. Milbrath, Esq.
Allen, Dyer, Doppelt, Milbrath & Gilchrist, P.A.
P.O. Box 3791
Orlando, FL 32802-3791
407-841-2330



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 21, 2004

STEPHEN D. MILBRATH, ESQ.
P.O. BOX 3791
ORLANDO, FL 32802-3791

SUBJECT: L & M ENTERPRISES, INC.
Ref. Number: W04000027934

We have received your document for L & M ENTERPRISES, INC. and your check(s) totaling \$78.75. 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) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 404A00046157

APPROVED
AND
FILED

04 JUL 29 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
L & M RESORT RESORT ENTERPRISES, INC.**

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

ARTICLE I

The name of the corporation shall be L & M RESORT RESORT ENTERPRISES, INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 8560 Palm Parkway, Orlando, FL 32836.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common. Par value shall be one dollar.

ARTICLE V

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors, whose names and addresses are as follows:

Stephen Douglas Milbrath, Jr.
750 N. Westmoreland Drive
Orlando, FL 32804
(591-28-9482)

Robert J. LaMell
6852 Weiser Street, # E101
Orlando, FL 32821
(144-78-7640)

ARTICLE VI

The initial registered agent of the corporation is Stephen D. Milbrath, Allen, Dyer, Doppelt, Milbrath & Gilchrist. The street address of the corporation's initial registered office is 255 S. Orange Avenue, Suite 1401, P.O. Box 3791, Orlando, Florida 32802-3791.

ARTICLE VII

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VIII

The corporation elects to have preemptive rights.

ARTICLE IX

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE X

The Florida Control-Share Acquisition section of the Florida Business Corporation Act (§ 607.0902) shall not be applicable to this corporation.


ARTICLE XI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is Stephen Douglas Milbrath, Jr., 750 N. Westmoreland Drive, Orlando, FL 32804.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 2004

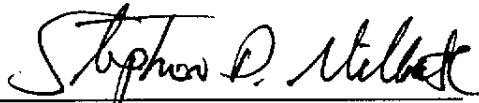


Stephen Douglas Milbrath, Jr.
Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
L & M ENTERPRISES, INC.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 7/15/04

A handwritten signature in black ink, appearing to read "Stephen D. Milbrath". The signature is written in a cursive style with a horizontal line underneath.

Stephen D. Milbrath
Allen, Dyer, Doppelt, Milbrath & Gilchrist
255 S. Orange Avenue, Suite 1401
P.O. Box 3791, Orlando, Florida 32802-3791

APPROVED
AND
FILED

CONSENT TO SERVE AS REGISTERED AGENT 04 JUL 29 PM 2:34
FOR
L & M RESORT ENTERPRISES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 7/27/04



Stephen D. Milbrath
Allen, Dyer, Doppelt, Milbrath & Gilchrist
255 S. Orange Avenue, Suite 1401
P.O. Box 3791, Orlando, Florida 32802-3791