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TALLAHASSEE, FLORIDA

12/16/04
SP

GLENN RASMUSSEN FOGARTY & HOOKER, P.A.

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Board Certified Real Estate
Board Certified Wills, Trusts and Estates
Certified Circuit Court Mediator

December 13, 2004

Glenda E. Hood
Secretary of State
Florida Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: *Prince Resort 1, Inc.; Prince Resort 2, Inc.; and Prince Resort 3, Inc.*

Dear Ms. Hood:

Enclosed are Articles of Incorporation for Prince Resort 1, Inc.; Prince Resort 2, Inc.; and Prince Resort 3, Inc. Please file these articles. My firm's check in the amount of \$235.35 is enclosed for the filing fees.

A stamped, self-addressed envelope is enclosed for return mailing.

Sincerely,

GLENN RASMUSSEN
FOGARTY & HOOKER, P.A.



Peter J. Kelly

PJK/wh
Enclosures

**ARTICLES OF INCORPORATION
OF
PRINCE RESORT 1, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Prince Resort 1, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Prince Resort 1, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is P.O. Box 1217, Holmes Beach, FL 34218-1217.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Joyce L. Rocco	709 Key Royale Drive Holmes Beach, Florida 34218

ARTICLE V. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect and phase of the business of real estate

investment and to engage in every aspect and phase of related businesses; and,

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE VI. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of \$0.01 per share.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

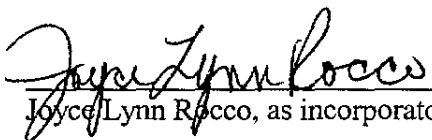
The street address of the initial registered office of the corporation is 709 Key Royale Drive, Holmes Beach, Florida 34218, and the name of the corporation's initial registered agent at that address is Joyce Lynn Rocco.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator are:

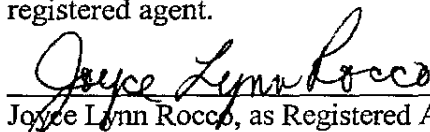
Joyce Lynn Rocco
709 Key Royale Drive
Holmes Beach, Florida 34218

The incorporator assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.


Joyce Lynn Rocco, as incorporator

12-7-04
Date

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.


Joyce Lynn Rocco, as Registered Agent

12-07-04
Date