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Division of Corporations

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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 552-5559

**FLORIDA PROFIT CORPORATION OR P.A.
RESORT REAL ESTATE OF CAPE HAZE, INC.**

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ARTICLES OF INCORPORATION
OF

RESORT REAL ESTATE OF CAPE HAZE, INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Resort Real Estate of Cape Haze, Inc.

2. Principal Office. The address of the principal office of the Corporation is:

1840 Phillippi Shores Drive
Sarasota, FL 34231

3. Mailing Address. The mailing address of the Corporation is:

Post Office Box 20708
Sarasota, Florida 34276

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Initial Officers and Directors. The names and addresses of the initial officers and directors of the Corporation are as follows:

Robert A. Morris, Jr. - Director, President, Secretary & Treasurer
1840 Phillippi Shores Drive
Sarasota, Florida 34231

Robert A. Morris, III - Vice President
1840 Phillippi Shores Drive
Sarasota, Florida 34231

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7. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

William M. Seider
200 South Orange Avenue
Sarasota, FL 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

8. Incorporator. The name and address of the incorporator of the Corporation is:

William M. Seider
200 South Orange Avenue
Sarasota, FL 34236

9. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 18th day of March 2005.



William M. Seider
Incorporator and Registered Agent

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