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FLORIDA PROFIT CORPORATION OR P.A.

Solitaire International Resorts, Inc.

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**ARTICLES OF INCORPORATION
OF
SOLITAIRE INTERNATIONAL RESORTS, INC.**

ARTICLE I
Name and Duration

The name of the Corporation is Solitaire International Resorts, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 156 Magic Landings Blvd., Kissimmee, FL 34744.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 1936 Lee Road, Suite 101, Winter Park, Florida 32789, in the County of Orange, State of Florida. The name of the registered agent at such address is W&P Services, Inc.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock ("Common Stock") at One Cent (\$.01) par value per share.

Prepared by DAVID A WESTBER, Esq.
Webster, Chaires & Partners, P.L.
1936 Lee Road, Suite 101
Winter Park, Florida 32789
Florida Bar Number #291528

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ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
W & P Services, Inc.	1936 Lee Road, Suite 101 Winter Park, Florida 32789

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is/are as follows:

<u>Name</u>	<u>Address</u>
Paul Rhind	1936 Lee Road, Suite 101 Winter Park, FL 32789
Malachy D. Donnelly	1936 Lee Road, Suite 101 Winter Park, FL 32789

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI


Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Winter Park, Orange County, Florida, this 25th day of March, 2005.

W&P Services, Inc., a Florida Corporation

By: 
David A. Webster, President

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 607, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

Solitaire International Resorts, Inc., desiring to organize or qualify under the laws of the State of Florida as a corporation pursuant to the Act, hereby designates W&P Services, Inc., a Florida Corporation, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1936 Lee Road, Suite 101, Winter Park, Florida 32789-7201.

DATED this 25th day of March, 2005.

W&P Services, Inc, a Florida Corporation

By: [Signature]
David A. Webster, President

Having been named as registered agent to accept service of process for the above named corporation, at the place designated in this certificate, I, on behalf of W&P Services, Inc., a Florida Corporation, as its president, hereby agree to 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.

DATED this 25th day of March, 2005.

W&P Services, Inc., a Florida corporation

By: [Signature]
David A. Webster, President

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