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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton OCT 20 2005

Thomas G. Hersem

Attorney at Law

Telephone: (727) 446-1415
Facsimile: (727) 446-0835

Court Executive Center
1421 Court Street, Suite B
Clearwater, Florida 33756

October 14, 2005

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

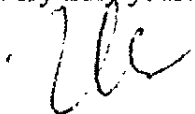
RE: PALM OF MADEIRA RESORT CONDO, INC.

Gentlemen:

I now enclose Articles of Incorporation on behalf of the above entity, along with check in the amount of \$78.75 to cover filing fees and certified copy. Please return one certified copy of the Articles to me at the above address.

Thank you for your assistance.

Very truly yours,



THOMAS G. HERSEM

TGH:mg

Enc.

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ARTICLES OF INCORPORATION

OF

PALM OF MADEIRA RESORT CONDO, INC.

2005 OCT 19 PM 3:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby form(s) a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is PALM OF MADEIRA RESORT CONDO, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do.

1. To operate, maintain and otherwise manage a business for any purpose allowed by law.
2. To take, buy, purchase, sell, exchange, hire, lease or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage, and develop same.
3. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular land, leaseholds, shares of stock, mortgages, bonds and other securities.
4. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.
5. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels, real or other property of the company, real and personal.
6. To issue debentures, bonds or other evidences of indebtedness secured by mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.
7. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds, and other obligations.

8. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

9. To purchase, hold, sell, and issue the shares of its own capital stock.

10. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to any under which this corporation is formed.

11. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

12. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anywise limited or restricted by reference to or inference from the terms and any other objects, powers or clauses of this Article, or any other Articles, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued is 7500 shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. DURATION OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation is 11600 4th Street E., Treasure Island, Florida 33706 and the name and address of its registered agent is Thomas G. Hersem, 1421 Court Street, Suite B, Clearwater, FL 33756. The corporation may have and establish offices, conduct business and promote its objects within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the directors may designate.

ARTICLE VI. DIRECTORS.

The management and control of this corporation shall be vested in a Board of Directors of not less than one director. Attendance by a majority of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the corporation. The Board of Directors shall be elected by the shareholders of the corporation. The names and street addresses of the members of the Board of Directors, who,

subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DAVID STARUCH	11600 4 th Street E. Treasure Island, FL 33706

ARTICLE VII. OFFICERS

The officers of the corporation shall be a President, Secretary and Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers or committees that may seem expedient to the Board. The officers who are to hold offices for the first year of existence of the corporation or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>
DAVID STARUCH	PRESIDENT, SECRETARY-TREASURER

ARTICLE VIII. SUBSCRIBERS

The names and street addresses of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS G. HERSEM	1421 Court Street, Suite B Clearwater, FL 33756

ARTICLE IX. SEAL

The seal of the corporation shall be circular with the name "PALM OF MADEIRA RESORT CONDO, INC." around the border and "Florida Seal, 2005" in the center.

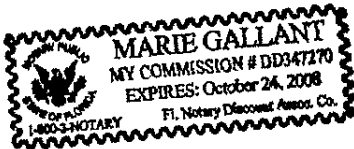
IN WITNESS WHEREOF, the undersigned, as the incorporator(s) of the above named corporation, does hereby subscribe our name(s) and acknowledge the execution of the same on this the 14th day of October, 2005.



THOMAS G. HERSEM

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of October, 2005, by THOMAS G. HERSEM who is personally known to me or who produced the following as identification: personally known and who did not take an oath.

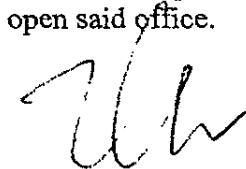




NOTARY PUBLIC

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designed in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



THOMAS G. HERSEM