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FLORIDA PROFIT CORPORATION OR P.A.

GRAND CARIBBEAN RESORTS USA, INC.

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**ARTICLES OF INCORPORATION
OF
GRAND CARIBBEAN RESORTS USA, 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:

Grand Caribbean Resorts USA, Inc.

2. Principal Office and Mailing Address. The address of the principal office and mailing address of the Corporation is:

1819 Main Street, Suite 200
Sarasota, Florida 34236

3. Authorized Shares. The Corporation is authorized to issue 1,000,000 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.

4. 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.

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

Christine Gibson
1819 Main Street, Suite 200
Sarasota, Florida 34236

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

Michael J. Wilson
200 South Orange Avenue
Sarasota, Florida 34236

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

Dated this 6th day of December 2005.



Michael J. Wilson
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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



Christine Gibson
Registered Agent

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