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January 13, 1995

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-01/17/95--01076--005
+++140.00 +++131.25

Re: Urban Resorts, Inc.

Gentlemen:

Enclosed please find the following in connection with the incorporation of Urban Resorts, Inc.:

1. Articles of Incorporation and copy for certification.
2. A check in the amount of \$140.00 to cover the following items: (a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; (c) \$52.50 for one certified copy; (d) \$8.75 for Certificate of Status; and (e) \$8.75 for Certificate of Status of previous corporation of the same name (located in Coral Gables & dissolved in 1988).
3. A copy of a letter from Judith A. Hammond of this office requesting reservation of the above corporate name.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Mrs. Marlis J. Spear
Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: James E. L. Seay, Esq.
Christopher C. Brockman, Esq.

1-17-95

FILED
95 JAN 17 12 00
TALLAHASSEE

141
1-17-95

ARTICLES OF INCORPORATION
OF
URBAN RESORTS, INC.

FILED
95 JAN 17 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Urban Resorts, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 1230 East Hillcrest Street, Orlando, Florida 32803 and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 5,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1230 East Hillcrest Street, Orlando, Florida 32803. The name of the initial registered agent of the Corporation at the registered office shall be Barry A. Lundin.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
William S. Frost	1230 East Hillcrest Street Orlando, Florida 32803
Barry A. Lundin	1230 East Hillcrest Street Orlando, Florida 32803
Robert R. Horton	1230 East Hillcrest Street Orlando, Florida 32803

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Barry A. Lundin	1230 East Hillcrest Street Orlando, Florida 32803