

PETERSON, MYERS, CRAIG, CREWS, BRANDON & PUTERbaugh, P.A.

J. HARDIN PETERSON SR. (1914-1974)
MICHAEL W. CREWS (1941-1991)

JACK P. BRANDON
REACH A. BROOKS JR.
J. DAVID CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG JR.
JACOB C. DYKXHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD III
CONNEL B. MYERS
CONNELIUS D. MYERS III
ROBERT C. PUTERBAUGH
ASEL A. PUTNAM
THOMAS B. PUTNAM JR.
DEBORAH A. RUSTEN
STEPHEN R. SCNN
ANDREA TEVES SMITH
KERRY M. WILSON

P.O. BOX 1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853-1079
(813) 876-7811
(813) 883-8848
FAX 876-0843

P.O. BOX 24888
OLD CITY HALL BUILDING
100 EAST MAIN STREET
LAKELAND, FLORIDA 33602-4888
(813) 883-8811
(813) 876-8834
FAX 882-8031

P.O. DRAWER 7808
LAKE REGION PLAZA
SUITE 300
141 8TH STREET, NW
WINTER HAVEN, FLORIDA 33883-7808
(813) 894-3380
FAX 898-3488

PLEASE REPLY TO

Lake Wales
February 7, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Sun Air Resort Management Corporation
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is this firm's check, in the amount of \$122.50, representing payment of the following fees: file Articles of Incorporation - \$35.00; certified copy fee - \$52.50; and registered agent fee - \$35.00.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn
Peterson, Myers, et al
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

Jacob C. Dykxhoorn

Jacob C. Dykxhoorn

JCD/bb
enclosures

700001405277
-02/14/95--01041--016
****122.50****122.50

700001405277
-02/14/95--01041--016
****122.50****122.50

**ARTICLES OF INCORPORATION
OF
SUN AIR RESORT MANAGEMENT CORPORATION**
(a corporation for profit)

FILED
FEB 13 1971
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is **SUN AIR RESORT MANAGEMENT CORPORATION**

ARTICLE II
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III
PURPOSES AND POWERS

This corporation is organized for the purpose of managing SUN AIR COUNTRY CLUB and transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is sixty thousand (60,000) shares of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

ARTICLE V **PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the corporation shall initially be 50 Sun Air Boulevard East, Haines City, Florida 33844.

ARTICLE VI **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 130 East Central Avenue, Lake Wales, Florida 33853, and the name of its initial registered agent at that office is Jacob C. Dykxhoorn.

ARTICLE VII **MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII **OFFICERS**

The officers of the corporation shall consist of a president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX **INITIAL OFFICERS**

The names of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Gilbert H. Vuillemin
Secretary:	W. Durbin Keaton
Treasurer:	Patricia Kent

ARTICLE X BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of the person who shall serve as a member of the initial board of directors are as follows:

Gilbert H. Vuillemin
50 Sun Air Boulevard East
Haines City, Florida 33844

ARTICLE XI NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

Jacob C. Dykxhoorn, Esquire
Peterson, Myers, Craig, Crews,
Brandon & Puterbaugh, P.A.
Post Office Box 1079
Lake Wales, Florida 33853

ARTICLE XII BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

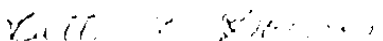
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES


The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 7th day of February, 1995.

Signed, sealed and delivered
in the presence of:


Print Name: Betty L. Bowen


Jacob C. Dykxhoorn
as incorporator

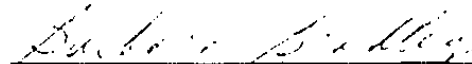

Print Name: Barbara Bradley

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 7th day of February, 1995, by Jacob C. Dykxhoorn, who is personally known to me.

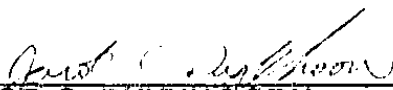



Notary Name: Barbara Bradley
State of Florida
My Commission Expires: 4/15/98

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: February 7, 1995



JACOB C. DYKXHOORN