

995000016677

TRANSMITTAL LETTER

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

400001417804  
-03/01/95--01003--006  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: RESORTS INTERNATIONAL REALTY, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 27 11 9:38 AM

FROM: Mario F. Rodriguez  
Name (printed or typed)

800 Brickell Ave., #602  
Address

Miami, Fla. 33131  
City, State & Zip

(305) 375-0390  
Daytime Telephone number

3/1/95

TS

NOTE: Please provide the original and one copy of the articles.

FILED  
95 FEB 27 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RESORTS INTERNATIONAL REALTY, INC.

Article I - Name and Address

The name, address and principal place of business of this corporation is:

RESORTS INTERNATIONAL REALTY, INC.  
800 Brickell Avenue, Suite 602  
Miami, Florida 33131

Article II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, par value US \$1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

#### Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:  
800 Brickell Ave., Suite 602  
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is Mario F. Rodriguez.

#### Article V - Incorporator

The name and address of the initial incorporator of this corporation is:

Mario F. Rodriguez  
2459 S. Bayshore Drive  
Miami, Florida 33133

#### Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors are:

Mario F. Rodriguez  
2459 S. Bayshore Drive  
Miami, Fla. 33133

#### Article VII - Officers

The name and address of the initial officers of this corporation, who shall hold such office until their successors for such office shall have been duly elected and qualified, are:

President:	Mario F. Rodriguez 2459 S. Bayshore Drive Miami, Florida 33133
Secretary:	Cristina R. Lima 3050 S.W. 83rd Court Miami, Fla. 33155
Treasurer:	Rona Harris 10609 S.W. 113 Place, Apt. Y Miami, Florida 33176

#### Article VIII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantees and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

#### Article IX - Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officer, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

### Article X - Indemnification

Section 1 - Right of Indemnification. The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

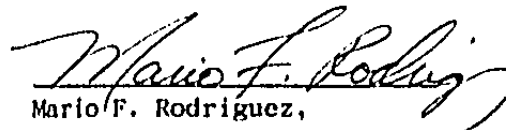
Section 2 - Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article and upon such satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3 - Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21<sup>st</sup> day of February, 1995.

  
Mario F. Rodriguez,  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RESORTS INTERNATIONAL REALTY, INC. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1991).

Dated this 21<sup>st</sup> day of February, 1995.

By: Marlo F. Rodriguez  
Marlo F. Rodriguez

RECEIVED  
FEB 27 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P950000/6677

Character Number Only

12/4/96 Lauren

Webber & Webber

201 W. Flagler St.

Miami FL 33136

City State ZIP Phone

694-5788

VALIDATION ONLY

300002049353--6  
-01/08/97--01023--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Resorts International Realty, Inc.

FILED  
96 DEC -9 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input checked="" type="checkbox"/> Dissolution | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call If Problem            |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up         |
|  |   | <input type="checkbox"/> After 4:30                 |
|  |   | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Volun  
Dissolved  
12/20/96  
[Signature]





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1996

EMPIRE

MIAMI, FL

SUBJECT: RESORTS INTERNATIONAL REALTY, INC.  
Ref. Number: P95000016677

We have received your document for RESORTS INTERNATIONAL REALTY, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The subject corporation was administratively dissolved on August 23, 1996 for failure to file its 1996 annual report.

To voluntarily dissolve this corporation, a notarized affidavit must accompany the Articles of Dissolution stating that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation. Or, a statement to this effect can be contained in the Articles of Dissolution.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 596A00054954

RECEIVED  
96 DEC 20 AM 10:2  
DIVISION OF CORPORATIONS

December 11, 1996

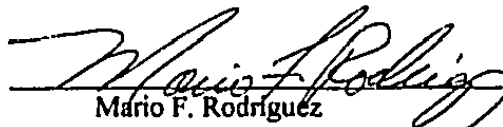
Attn: Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Resorts International Realty, Inc.  
Ref. No. P95000016677

Dear Secretary of State:

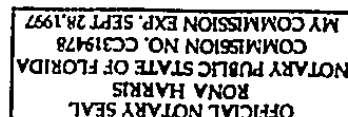
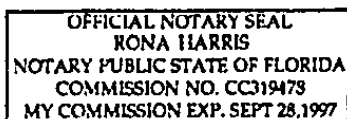
I, Mario F. Rodriguez, as the President of Resorts International Realty, Inc., hereby affirm that I am aware that the subject corporation was administratively dissolved on August 23, 1996 for failure to file its annual report, that the subject corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation.

Dated: December 11, 1996.

  
Mario F. Rodriguez  
President  
Resorts International Realty, Inc.

Sworn to before me this 11 day of December, 1996.

  
\_\_\_\_\_  
Notary Public



ARTICLES OF DISSOLUTION

FILED  
96 DEC - 9 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST: The name of the corporation is: Resorts International Realty, Inc.
- SECOND: The date dissolution was authorized: November 14, 1996
- THIRD: Adoption of Dissolution (Check One)
- ☒ Dissolution was approved by the Shareholders. The number of votes cast for dissolution was sufficient for approval.
- ☐ Dissolution was approved by vote of the Shareholders through voting groups.

Signed this 15th day of November, 1996.

Signature:

Mario F. Rodriguez  
(By the Chairmar or Vice Chairman of the Board, President, or other officer)

Mario F. Rodriguez  
(Typed or printed name)

President  
(Title)