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PARKER B. SMITH, P.A.

A Professional Association  
Attorneys and Counselors at Law

FAMILY LAW (DISSOLUTION, PATERNITY, JUVENILE)  
PERSONAL INJURY AND WRONGFUL DEATH  
CORPORATION AND BUSINESS LAW  
CRIMINAL DEFENSE AND BANKRUPTCY

PARKER B. SMITH  
licensed in FL & MD

CHRISTOPHER J. ANDERSON  
licensed in FL & CA

February 27, 1995

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

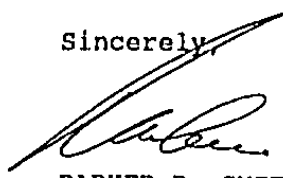
Re: St. Augustine Collection, Inc.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the referenced corporation, together with our check in the amount of \$78.75 to cover the filing fee of \$70.00 and an additional \$8.75 to cover the cost of obtaining a Certificate of Good Standing.

Please contact me if you have any questions.

Sincerely,

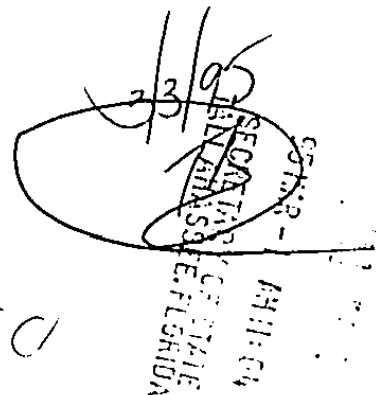


PARKER B. SMITH

PBS:tr

Enclosures

cc: St. Augustine Collection, Inc.



495A-966C

ARTICLES OF INCORPORATION  
OF  
ST. AUGUSTINE COLLECTION, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, codified as Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") for such Corporation:

ARTICLE I  
NAME

The name of the Corporation is St. Augustine Collection, Inc. (the "Corporation"). The principal office and place of business and mailing address of the Corporation shall initially be at 106 Canal Boulevard, Suite B, Ponte Vedra Beach, Florida 32082, Post Office Box 1431, Ponte Vedra Beach, Florida 32004, but the Corporation may have and maintain branches, offices and places of business elsewhere in the State of Florida. The Board of Directors may change the Corporation's principal office and other offices without amending these Articles or the Corporation's Bylaws (the "Bylaws").

ARTICLE II  
DURATION

The existence of the Corporation shall commence upon the filing date of the Articles of Incorporation and the duration of the Corporation is perpetual.

ARTICLE III  
CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 10. All shares shall be of a single class, common, and shall have no par value.

ARTICLE IV  
STOCK TRANSFERS - CORPORATION'S RIGHT  
OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the Corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative or each shareholder.

Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

ARTICLE V  
PURPOSE

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

The Corporation shall have the authority to do everything necessary, suitable, or proper for the accomplishment of any lawful purpose, the attainment of any object, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, individuals, or as principal or agent, and to do every act or acts, thing or things incidental or appurtenant to , or growing out of, or connected with such object or authority.

ARTICLE VI  
INITIAL REGISTERED OFFICE AGENT

The name and address of the initial registered agent and office of this Corporation is as follows:

Parker B. Smith, Esquire  
13000 Sawgrass Village Circle  
Suite 16  
Ponte Vedra Beach, Florida 32082

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is Parker B. Smith, whose address is 13000 Sawgrass Village Circle, Suite 16, Ponte Vedra Beach, Florida 32082.

**ARTICLE VIII**  
**OFFICERS**

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer and a Secretary and such other officers as may be elected or appointed in the manner, at the times and for such terms of office as is fixed by the Bylaws. Notwithstanding anything to the contrary herein or anything to the contrary contained in the Bylaws, the President and Vice President of this corporation shall have the same power and authority and the same duties. The names and addresses of the persons who are to serve as officers of the Corporation until the first election are as follows:

| <u>NAME</u>       | <u>ADDRESS</u>  | <u>TITLE</u>            |
|-------------------|---|-------------------------|
| Catharine Connell | 106 Canal Boulevard<br>Suite B<br>Ponte Vedra Beach, FL 32082 | President               |
| Suzanne Strock    | 106 Canal Boulevard<br>Suite B<br>Ponte Vedra Beach, FL 32082 | Vice President/         |
| Bryan Connell     | 106 Canal Boulevard<br>Suite B<br>Ponte Vedra Beach, FL 32082 | Secretary/<br>Treasurer |

ARTICLE IX  
BOARD OF DIRECTORS

The business of the Corporation shall be managed and conducted by a Board of Directors (the "Board" or the "Board of Directors" of not less than one and not more than twelve. The number of Directors may either be increased or decreased from time to time by amendment to the Bylaws or, where silent, in the manner provided by law, but shall never be less than one. The number of Directors shall be changed in accordance with provisions in the Bylaws.

The qualifications of the Board of Directors, if any, shall be set forth in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws. Notwithstanding anything to the contrary herein or anything to the contrary contained in the Bylaws of this corporation, it is agreed that the initial directors shall have the same power and authority.

The name and addresses of the persons who are to serve as initial Directors until the first election shall be as follows:

| <u>NAME</u>       | <u>ADDRESS</u>   |
|-------------------|--|
| Catharine Connell | 106 Canal Boulevard<br>Suite B<br>Ponte Vedra Beach, Florida 32082 |
| Suzanne Strock    | 106 Canal Boulevard<br>Suite B<br>Ponte Vedra Beach, Florida 32082 |
| Bryan Connell     | 106 Canal Boulevard<br>Suite B<br>Ponte Vedra Beach, Florida 32082 |

ARTICLE X  
AMENDMENT OF BYLAWS

Unless otherwise prohibited by applicable law, the Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any meeting of the Board of Directors, or by the shareholders at any regular or special meeting of the shareholders of which due notice shall be given. Notice shall state the time and the place the meeting and the substance of the proposed amendment, alteration, rescission or other change(s).

ARTICLE XI  
AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended by vote of a majority of the Corporation's shareholders present in person or represented by proxy at a lawful meeting of the shareholders provided, however, notice is given which includes notice of the proposed amendment.

ARTICLE XII  
INDEMNIFICATION


Indemnification shall be allows as to any and all Board of Directors and Officers to the fullest extent allowed by law, as exists now or as may be provided for in the future. Indemnification shall be provided solely by majority vote of the Board of Directors as are in office at the time of the vote.

RECEIVED  
SECRETARY OF STATE  
JAN 11 1995

ARTICLE XIII  
DIRECTORS' AND OFFICERS' INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these Articles or under the law.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator, has executed these Articles of Incorporation this 27 of February, 1995.

  
PARKER B. SMITH  
(Incorporator)



THE STATE OF FLORIDA )  
 ) : ss  
COUNTY OF ST. JOHNS )

Witness my hand and official seal in the above-mentioned  
County and State this 08th day of February, 1995.

SWORN TO AND SUBSCRIBED before  
me, this 28th day of February,  
1995.


Tracy Elizabeth Rose  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
ST. AUGUSTINE COLLECTION, INC.

Pursuant to Section 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Resort Kids, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 13000 Sawgrass Village Circle, Suite 16, Ponte Vedra Beach, Florida 32082.

IN WITNESS WHEREOF, I, PARKER B. SMITH, such designated Registered Agent, have hereunto set my hand and seal at 13000 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082, St. Johns County, on this 27 day of February 1995.

  
PARKER B. SMITH  
Registered Agent

(SEAL)