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(((H95000002571))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TWELVE OAKS R.V. RESORT, INC.
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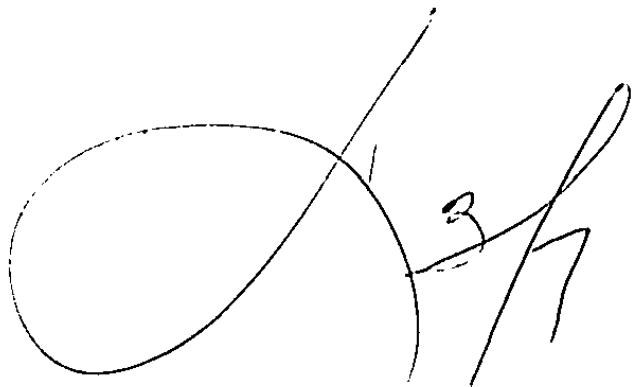
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EXCLUSIVE DATE

3-6-95



FILED
95 MAR -7 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

March 7, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: |||
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We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

TWELVE OAKS R.V. RESORT, INC.

FILED
55 MAR -7 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE

NAME OF CORPORATION

The name of this corporation is:

TWELVE OAKS R.V. RESORT, INC.

The principal office is located at 24850 SW 177 Avenue, Homestead, Florida, 33031.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

John P. Maas, Esq.
LAW OFFICES OF HELLMAN & MAAS
44 NE 16th St
Homestead, FL 33030

FLORIDA BAR NO: 435910

(305) 247-7122

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two hundred (200) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
THOMAS A. and VELIA G. VELLANTI	24850 SW 177 Avenue Homestead, FL 33031	100
FRED KLIMPL	128 Harbor Lane Tavernier, FL 33070	100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be three (3). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

NAME

ADDRESS

THOMAS A. VELLANTI

24850 SW 177 Avenue
Homestead, FL 33031

VELIA G. VELLANTI

24850 SW 177 Avenue
Homestead, FL 33031

FRED KLIMPL

128 Harbor Lane
Tavernier, FL 33070

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro

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INITIAL REGISTERED OFFICE AND AGENT

INDEMNIFICATION

DATED this 10th day of March, 1995.

THOMAS A. VELLANTI

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **THOMAS A. VELLANTI**, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 10th day of March, 1995.

My Commission



OFFICIAL NOTARY SEAL
WILLIAM E. H. FALCON
My Comm. Exp. 3/18/98

NOTARY PUBLIC, - STATE OF FLORIDA

Print Name: \

Commission No: