

P95000031736

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

9512224 24 12 1995
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 12/24/95 BY 60322/UC/BAW

AB 4/24/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY *AK* _____

WALK-IN
Will Pick Up *4/24 12:12*

RE: Highland Oaks R.V.
Resort, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Gen. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
200001462872		
<input type="checkbox"/> Name Reservation	-04/24/95--01018--005	
<input type="checkbox"/> Annual Report/Reinstatement	*****70:00	*****70:00
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
HIGHLAND OAKS R.V. RESORT, INC.**

FILED
95 APR 24 PM 12:45
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is **HIGHLAND OAKS R.V. RESORT, INC.**

The principal place of business of this corporation shall be: 7001 7th Avenue West,
Sebring, Florida 33870.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock of a single class at Ten Cents (\$.10) each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

David A. Ekberg
7001 7th Avenue West
Sebring, Florida 33870

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

David A. Ekberg
7001 7th Avenue West
Sebring, Florida 33870

ARTICLE VII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX BYLAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the By-Laws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation, this 31st day of March, 1995.


David A. Ekberg

STATE OF FLORIDA

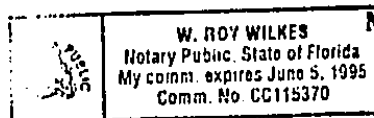
COUNTY OF HIGHLANDS

Before me personally appeared David A. Ekberg to me well known and known to me
to be the person described in and who executed the foregoing Articles of Incorporation and
acknowledged to and before me that she executed said instrument for the purposes therein
expressed.

WITNESS my hand and official seal this 31st day of March, 1995.


NOTARY PUBLIC

(NOTARIAL SEAL)



My commission expires:

**CERTIFICATE DESIGNATING
REGISTERED AGENT/RESIDENT OFFICE**

FILED
95 APR 26 PM 12:45
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF HIGHLAND, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **HIGHLAND OAKS R.V. RESORT, INC.**
2. The name and address of the registered agent and office is:

David A. Ekberg
7001 7th Avenue West
Sebring, Florida 33870

David A. Ekberg

David A. Ekberg

Incorporator

DATE: March 31, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

David A. Ekberg

Registered Agent

DATE: March 31, 1995