

P950000048069

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Resort Villas International Corp.

95 JUN 20 AM 10:38

DIVISION OF CORPORATIONS

C.C. FEE. DISBURSED

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- ~~Express~~ Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority
- Express Mail Prep.
- FAX () _____ pgs.

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 ****122.50 ****122.50

SUBTOTALS _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 20 PM 3:11

AS 6/20/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>RHW</u>	_____	_____	_____

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

WALK-IN Will Pick Up 6:20 2pm

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

FOR

RESORT VILLAS INTERNATIONAL CORP.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 JUN 20 PM 3:11

The undersigned, desiring to form a corporation for the purpose hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

The name of the corporation shall be RESORT VILLAS INTERNATIONAL CORP.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on, are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The amount of the total authorized capital stock issued by the corporation is one thousand (1000) shares of common stock having a par value of \$1.00 per share. There shall be no preferred stock.

All or any part of said capital stock may be payable either in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors, and the judgement of such directors as to the value shall, in the absence of fraud, be conclusive upon the stockholders and parties dealing with the corporation. The capital stock may be issued and paid for at such time or terms and conditions as the Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law; provided, however, that the stock of the corporation shall be non-assessable.

ARTICLE IV

The provisions of S. 607.108, F.S., relating to affiliated transactions, shall be inapplicable to this corporation.

ARTICLE V

The term of existence of this corporation shall be perpetual.

ARTICLE VI

The initial street address of the principal office of the corporation in the State of Florida is 619 Executive Dr., Winter Park, FL 32789.

ARTICLE VII

The number of Directors of this corporation shall not be less than one (1) nor more than five (5) as the same may be provided for by the by-laws of this corporation or amendments thereto. Until changed by the by-laws the number of Directors of this corporation shall be one.

ARTICLE VIII

The name and street address of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until his successor is elected or appointed and qualified is:

Kenneth Miller
8824 Coral Palms Court
Kissimmee, FL 34747

ARTICLE IX

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

Kenneth Miller
8824 Coral Palms Court
Kissimmee, FL 34747

ARTICLE X

The business of this corporation shall be conducted by its Board of Directors, the members of which shall be chosen at the annual meetings of the stockholders, and the following officers: a President, Vice President, Treasurer, and a Secretary, all of whom shall be chosen by the Board of Directors and shall hold their office until their successors are chosen and have qualified and who may or may not be directors. Any person may hold two or more offices.

ARTICLE XI

In pursuance of Chapter 48.091, Florida Statutes, Kenneth M. Meer, located at 619 Executive Drive, County of Orange, City of Winter Park, State of Florida has been named the corporation's agent to accept service of process within this state and by his signature below, does hereby accept the obligations of registered agent set forth in Section 48.091, Florida Statutes.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 20 PM 3:11

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the directors of this corporation.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a majority of the stockholders entitled to vote therein.

IN WITNESS WHEREOF, the undersigned has made and subscribed this certificate this / 20 day of June, 1995.

[Signature] L.S.
Incorporator

I hereby accept designation as registered agent for the above said corporation.

[Signature] L.S.
Registered Agent