

995 000052877

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

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 \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 10 PM 3:05

W95-13777

6/10/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 7/10 12:00  
Will Pick Up

RE: Prime Time Resort  
Properties, Inc.

C.C. FEE DISBURSED

☒ Capital Express™  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☒ Foreign Corp. File  
☒ ( ) Gen. Copy ( ) Fndc

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C.U.S.  
☐ Fictitious Name File

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☐ 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 \_\_\_\_\_

SUBTOTALS

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

95 JUL 10 PM 3:05

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



FLORIDA DEPARTMENT OF STATE

July 10, 1995

Sandra B. Mortham  
Secretary of State

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: PRIME-TIME RESORT PROPERTIES, INC.  
Ref. Number: W95000013777

We have received your document for PRIME-TIME RESORT PROPERTIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 795A00033045

*corrected*

65 JUL 10 1995  
TALLAHASSEE, FL  
U.S. DEPT. OF STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUL 10 PM 3:06

ARTICLES OF INCORPORATION  
OF

PRIME-TIME RESORT PROPERTIES, INC.

I, THE UNDERSIGNED HEREBY APPLY FOR THE PURPOSE OF BECOMING A CORPORATION, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

NAME: THE NAME OF THE CORPORATION SHALL BE:  
PRIME-TIME RESORT PROPERTIES, INC.

LOCATION: THE CORPORATION'S PRINCIPAL OFFICE AND REGISTERED OFFICE ARE LOCATED AT 7520 NW FIFTH STREET, SUITE 100, PLANTATION, FLORIDA 33317.

ARTICLE II

GENERAL NATURE OF BUSINESS: THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO, VIZ:

A. TO TAKE ACQUIRE, BUY, HOLD, OWN, MAINTAIN, WORK, PLAT, DEVELOP, SELL, CONVEY, LEASE, MORTGAGE, EXCHANGE, IMPROVE AND OTHERWISE DEAL IN AND DISPOSE OF REAL ESTATE AND REAL PROPERTY, OR OF ANY OF THE RIGHTS IN OR APPURTENANT TO IMPROVED, OR UNIMPROVED, OF ANY KIND OR NATURE WHATSOEVER.

B. TO MAKE OR CARRY OUT CONTRACTS FOR ITSELF AND AS MANAGING AGENT FOR OTHERS OF WHATSOEVER KIND AND NATURE AND TO CONDUCT ALL BUSINESS PERTINENT THERETO.

C. GENERALLY, TO MAKE AND PERFORM ALL CONTRACTS OF ANY KIND AND DESCRIPTION AND FOR THE PURPOSE OF ATTAINING ANY OF THE OBJECTIVES OF THE CORPORATION, TO DO AND PERFORM ANY OTHER ACTS OR THINGS, AND TO EXERCISE ANY AND ALL POWERS WHICH A CO-PARTNERSHIP OR NATURAL PERSON COULD DO OR EXERCISE, AND WHICH ARE NOW OR HEREAFTER MAY BE AUTHORIZED BY LAW AND GENERALLY, TO DO AND PERFORM AND ALL THINGS NECESSARY OR INCIDENTAL TO THE PERFORMING OR CARRYING OUT OF THE POWERS HEREIN ABOVE SPECIFICALLY DELEGATED OR IMPLIED.

ARTICLE III

CAPITAL STOCK: THIS CORPORATION SHALL BE AUTHORIZED ONE HUNDRED (100) SHARES OF CAPITAL STOCK, ONE DOLLAR PAR VALUE, WHICH SAID STOCK SHALL BE ENTITLED TO ANY AND ALL DIVIDEND PAYMENTS, WHATSOEVER, WHICH MAY BE DECLARED AND PAID BY THE CORPORATION DURING ITS EXISTENCE.

THE FOREGOING CAPITAL STOCK SHALL BE FULLY PAID AND NON-ASSESSABLE, AND THE CONSIDERATION FOR ALL SUCH STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AND THE VALUATION OF SUCH PROPERTY, SERVICES OR LABOR SHALL BE PROPERLY FIXED BY THE BOARD OF DIRECTORS AT A MEETING CALLED BY SUCH BOARD OF DIRECTORS.

ARTICLE IV

REGISTERED AGENT: THE REGISTERED AGENT OF THE CORPORATION IS: SHELDON M. COHN, 7520 NW 5TH STREET, PLANTATION, FLORIDA, 33317

AGENCY ACCEPTED

BY: 

ARTICLE V

NUMBER OF DIRECTORS: THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN THREE (3).

ARTICLE VI

THE AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS: THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE IS ONE HUNDRED DOLLARS (\$100).

ARTICLE VII

EXISTENCE: THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VIII

BOARD OF DIRECTORS: THE NAMES AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION FOR THE FIRST YEAR OR UNTIL SUCCESSORS ARE NAMED SHALL BE:

J. GAIL GWYNN  
6001 NORTH FALLS CIRCLE DR.  
LAUDERHILL, FL 33310

PRESIDENT-SECRETARY-CEO  
DIRECTOR

SHELDON M. COHN  
11890 NW 7TH STREET  
PLANTATION, FL 33325

VICE PRESIDENT-TREASURER-CFO  
DIRECTOR

ARTICLE IX

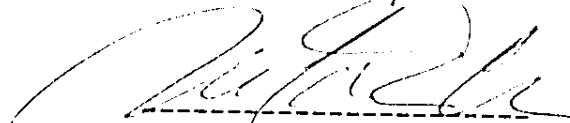
NAMES, ADDRESSES, SUBSCRIPTION, AND NUMBER OF SHARES: THE NAME AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER AND NUMBER OF SHARES OF STOCK WHICH AGREE TO TAKE ARE:

NAME	SHARES	ADDRESS
J. GAIL GWYNN	50	6001 NO. FALLS CIRCLE DR. LAUDERHILL, FL 33310
SHELDON M. COHN	50	11890 NW 7TH STREET PLANTATION, FL 33325

ARTICLE IX

STOCKHOLDER'S AGREEMENTS: STOCKHOLDERS OF THIS CORPORATION MAY ENTER INTO SUCH STOCKHOLDER'S AND TRUSTEE'S AGREEMENTS AS THEY SEE FIT WHEREIN AND WHEREBY SUCH STOCKHOLDER'S AGREEMENTS SUCH PROVISIONS NOT TO BE CONTRARY TO THE LAWS OF THE STATE OF FLORIDA

IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL TO  
ACKNOWLEDGE THE FOREGOING ARTICLES OF INCORPORATION TO BE FILED  
IN THE OFFICE OF THE SECRETARY OF STATE, THIS 16 DAY OF JULY,  
1995.

  
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SHELDON M. COHN

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUL 10 PM 3:06

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. THE NAME OF THE CORPORATION IS:

PRIME-TIME RESORT PROPERTIES, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

SHELDON M. COHN  
7520 NW 5TH STREET  
PLANTATION, FLORIDA 33317

SIGNATURE: 

TITLE: INCORPORATOR/REGISTERED AGENT

JULY 6, 1995:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CERTIFICATION AT THE PLACE  
DESIGNATED IN THE CERTIFICATE, I HERREBY ACCEPT THE APPOINTMENT  
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND AM FAMILIAR  
WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED  
AGENT.

SIGNATURE: 

JULY 6, 1995: