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LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel.: (941) 540-7007; Telefax (941) 540-2154

Ernest A. Seemann
Elise B. Genzmer

August 7, 1995

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****122,501 *****122,501

VIA FEDERAL EXPRESS

RE: PARADISE PROPERTY MANAGEMENT, INC.

Gentlemen:

Enclosed herewith is an executed original and one photocopy of the Articles of Incorporation for the above referenced company and the required affidavit, together with our check for \$122.50. Please return the photocopy of the Articles with the log-in stamp via Federal Express. I have enclosed a prepaid Federal Express label.

Should you have any questions, please contact me.

Yours sincerely,



Elise B. Genzmer

Encls.

FILED
55 AUG 15 PM 1:08
TALLAHASSEE, FL
FEDERAL EXPRESS

TT
1095-16635



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 9, 1995

ERNEST A. SEEMANN, ESQ.
4729 DEL PRADO BLVD.
CAPE CORAL, FL 33904-9626

SUBJECT: PARADISE PROPERTY MANAGEMENT, INC.
Ref. Number: W95000016035

We have received your document for PARADISE PROPERTY MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 895A00037367

ARTICLES OF INCORPORATION
OF
PARADISE VACATION HOMES, INC.

RECEIVED
SECRETARY OF STATE
JAN 11 1961
TALLAHASSEE, FLA.

The undersigned, ERNEST A. SEEMANN, files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I. NAME:

The name of this Corporation shall be: PARADISE VACATION HOMES, INC.

II. BUSINESS:

The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which - hereafter may be authorized by law.

III. SHARES:

The authorized capital stock of this Corporation shall consist of 100 shares of common stock, at \$10.00 par value per share.

IV. EXISTENCE

The corporation shall have perpetual existence.

V. PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is 4712 Del Prado Boulevard, Cape Coral, Florida 33904; the registered agent for the Corporation is Ernest A. Seemann, 4729 Del Prado Boulevard, Cape Coral, Florida 33904.

VI. DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial director is:

James Cahill, Jr., 3814 S.W. 7th Avenue, Cape Coral, FL 33914.

VII. INCORPORATOR:

The name and address of the initial incorporator of the Corporation is as follows: Ernest A. Seemann, 4729 Del Prado Boulevard, Cape Coral, FL 33904.

VIII. GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.


(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject

only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

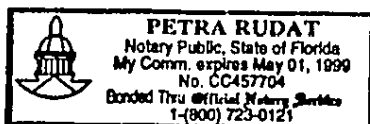
SUBSCRIBED at Cape Coral, Florida, this 28th day of July, 1995.



Ernest A. Seemann
Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 28th day of July, 1995, before me, an officer duly qualified to take acknowledgments, personally appeared Ernest A. Seemann, who is personally known to me, and who executed the foregoing instrument, acknowledged before me that he executed the same, and who did not take an oath.

My Commission Expires:
May 1, 1999




Petra Rudat
Notary Public, State of Florida
Commission No.: CC457704

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.



Ernest A. Seemann

FILED
05 AUG 16 PM 4:00
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA