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9/19/95  
FLORIDA DIVISION OF CORPORATIONS  
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STATE OF FLORIDA  
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TALLAHASSEE, FL 32399 CONTACT: PATTIE M CALLAHAN  
FAX: (904) 922-4000 PHONE: (407) 843-4600  
FAX: (407) 423-4495  
(((H95000010461))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR  
P.A.

NAME: GRAND LAKE MAINGATE RESORT I, INC.  
FAX AUDIT NUMBER: H95000010461 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 09/19/1995 TIME REQUESTED: 12:51:52  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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KANTOR &  
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Attorneys at Law

215 North Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
Telephone (407) 843-4600  
Telecopier (407) 423-4495

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FROM: PATTIE M. CALLAHAN, LEGAL ASSISTANT TO NICHOLAS A. POPE  
TELECOPIER NO.: (407) 423-4495 TELEPHONE NO.: (407) 843-4600

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ARTICLES OF INCORPORATION  
OF  
GRAND LAKE MAINGATE RESORT I, INC.

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ARTICLE I - NAME

The name of this corporation is GRAND LAKE MAINGATE RESORT I, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 114 Harrison Street, Cocoa, Florida 32922.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Nicholas A. Pope.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

M. Donald Granatstein

114 Harrison Street  
Cocoa, Florida 32922

This document was prepared by:

Nicholas A. Pope, Esq.

Florida Bar Number: 0231010  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

227751WALLAHFM

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Brian W. Sparks

114 Harrison Street  
Cocoa, Florida 32922

Walter C. Shepard, Jr.

114 Harrison Street  
Cocoa, Florida 32922ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Nicholas A. Pope

215 North Eola Drive  
Orlando, Florida 32801

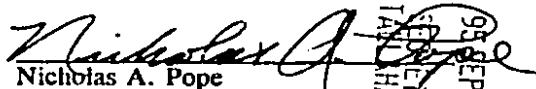
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of September, 1995.

  
Nicholas A. Pope, IncorporatorACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of GRAND LAKE MAINGATE RESORT I, INC.

  
Nicholas A. PopeWAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of GRAND LAKE MAINGATE RESORT I, INC.

  
Nicholas A. PopeFILED  
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TALLAHASSEE, FL 32301  
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ACCOUNT NO. : 072100000032

REFERENCE : 790045 4326204

AUTHORIZATION

COST LIMIT : *Patricia Project*  
87.50

ORDER DATE : January 3, 1996

ORDER TIME : 12:36 PM

ORDER NO. : 790045

CUSTOMER NO: 4326204

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DOMESTIC AMENDMENT FILING

NAME: GRAND LAKE MAINGATE RESORT I,  
INC.

*ADH*  
*ADH*  
*ADH*

500001677255

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

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CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF GRAND LAKE MAINGATE RESORT I, INC.

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Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, GRAND LAKE MAINGATE RESORT I, INC. adopts the following Articles of Amendment to its Articles of Incorporation:

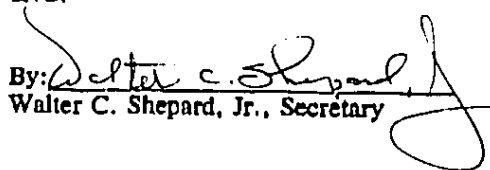
1. The name of the corporation is GRAND LAKE MAINGATE RESORT I, INC.
2. The original Articles of Incorporation for the corporation were filed on September 19, 1995 and assigned Charter No. P95000072479.
3. By an executed combined written consent of the Shareholders and Board of Directors of the corporation dated as of the 29th day of December, 1995, the Directors and Shareholders agreed that the Articles of Incorporation of the corporation be amended to change the name of the Corporation to "GRAND RESORT HOLDINGS, INC." The amendment was approved by the single class of Shareholders and the number of votes cast for approval was sufficient.
4. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I - NAME

The name of this corporation is GRAND RESORT HOLDINGS, INC.

IN WITNESS WHEREOF, the Secretary of the corporation has executed these Articles of Amendment this 29th day of December, 1995 on behalf of the corporation.

GRAND LAKE MAINGATE RESORT I,  
INC.

By:   
Walter C. Shepard, Jr., Secretary