

P960000001972

CAPITAL CONNECTION, INC.

117 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
 96 JAN - 8 PM 2:06

JAN - 8 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/8/96		
TIME	11:00		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

RE: Sun House
Management, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" 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"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -	300001681253 -01/08/96--01008--0119 ***122.50 ***122.50	
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<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 Prep.		
<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
SUN HOUSE MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -8 PM 2:06

ARTICLE I - Name

The name of the corporation is SUN HOUSE MANAGEMENT, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 S. Tamiami Trail Ste#303, Sarasota, Florida 34239 and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Miroslav Roser
3056 Highlands Bridge Rd
Sarasota, FL 34239

Roland Zipperer
3056 Highlands Bridge Rd
Sarasota, FL 34239

ARTICLE VII - Incorporator

Peter J. Jaensch
3400 S. Tamiami Trail Ste#303
Sarasota, FL 34239

ARTICLE VIII - Amendment

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


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of January, 1996.


PETER J. JAENSCH

**STATE OF FLORIDA
COUNTY OF SARASOTA**

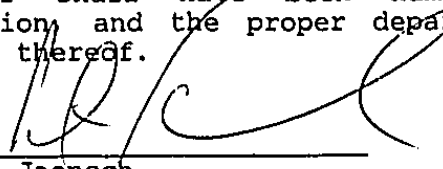
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 30th day of January, 1996.


Anne McLean



I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.


Peter J. Jaensch

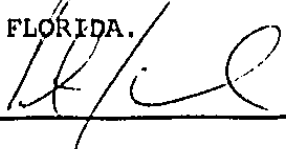
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS
SUBMITTED:

SUN HOUSE MANAGEMENT, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
SARASOTA, STATE OF FLORIDA, HAS NAMED Peter J. Jaensch, LOCATED AT
3400 S. Tamiami Trail Ste#303, CITY OF SARASOTA, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE


(CORPORATE OFFICER)

TITLE

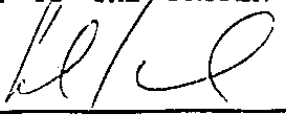
Gen Counsel

DATE

1-3-96

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.

SIGNATURE


Peter J. Jaensch

DATE

1-3-96

96 JAN -3 PM 2:06
DIVISION
RECEIVED

P96000001972
FEDERAL CORPORATION INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32302
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 \$ _____

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95 OCT 28 AM 10:20

DIVISION OF CORPORATION

WPS 2888
NC
KFF
10-2

REQUEST TAKEN CONFIRMED APPROVED
DATE 10/28 _____
TIME _____ CK No. _____
BY _____

WALK-IN Will Pick Up 11:00 *JK*

C.C. FEE. DISBURSED

_____ Capital Express™	_____	_____
_____ Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
_____ () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ O U B	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Statement	_____	_____
_____ 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.....

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THANK YOU
from
Your Capital Connection

ARTICLES OF AMENDMENT

SUN HOUSE MANAGEMENT, INC.

In accordance with Section 607.187 of the Florida Statutes, the Articles of Incorporation of SUN HOUSE MANAGEMENT, INC. are hereby amended as follows:

1. The current name of the corporation is SUN HOUSE MANAGEMENT, INC.
2. The following amendment was adopted by the incorporator dated 10-15-96 attached hereto as Exhibit A:

The name of the corporation is hereby changed to:

Sun House Vacation Rentals Inc.

IN WITNESS WHEREOF, the undersigned incorporator of the corporation has executed these Articles of Amendment.

Peter J. Jaensch
Peter J. Jaensch

FILED
95 OCT 28 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY AND ACKNOWLEDGE, that the foregoing Articles of Amendment were authorized by written statement of the incorporator of the corporation 10/15, 1996.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of Oct., 1996.

Anne McLean
Anne McLean Notary Public

My commission expires:



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

EXHIBIT A

MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
SUN HOUSE MANAGEMENT, INC.

The undersigned being the incorporator of SUN HOUSE MANAGEMENT, INC., a Florida Corporation, (hereafter the "Corporation"), in accordance with Section 607.1003(2)(a), Florida Statutes, held a special meeting of the incorporator of the Corporation on October 15, 1996, and took the following actions:

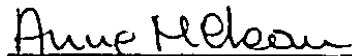
1. The Articles of Amendment of even date herewith changing the name of the corporation to **Sun House Vacation Rentals Inc.** are hereby **APPROVED**, with no shareholder action, needed.

IN WITNESS WHEREOF, the undersigned, as the incorporator of Sun House Management, Inc. has executed these minutes on the 15th day of October, 1996.


Peter J. Jaensch

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of October, 1996.


Anne McLean Notary Public

My Commission expires:

