

0011155 STREET
TALLAHASSEE, FL 32301
904-22-9171
904-22-9173 FAX

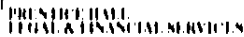


EXHIBIT 10-10: ELLIOTT'S ILLUSTRATIONS

SECRET
TALLAHASSEE, FLORIDA

100001 734671

RECEIVED
55 MAR -5 PM 1:16
DIVISION OF CONFORMATION

W96-5021

4-1-06



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WATERMARK HOTEL PROPERTIES, INC.
Ref. Number: W96000005021

3-28-96
Resubmit
@
11:58
TLR

We have received your document for WATERMARK HOTEL PROPERTIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must state the number of shares of authorized stock.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 096A00010161

RECEIVED
56 MAR 28 PM 12:13
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

FILED
96 MAR 28 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WATERMARK HOTEL PROPERTIES, INC.

The undersigned, John M. Bartley, desires to become a body corporate and, as Incorporator, hereby makes and files these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end declares and agrees:

ARTICLE I. NAME.

The name of this corporation shall be: WATERMARK
HOTEL PROPERTIES, INC.

ARTICLE II. ADDRESS.

Section 1. Principal Office.

The street address of this corporation's principal office is 3711 Cortez Road West Suite 300, Bradenton, Florida 34210. The address of the principal office

may be changed from time to time by the Board of Directors as authorized by law.

Section 2. Registered Office. The street address of this corporation's initial office is 3711 Cortez Road West Suite 300, Bradenton, Florida 34243. The name of this corporation's registered agent at such address is John M. Bartley. The registered office and registered agent may be changed from time to time by the Board of Directors as authorized by law.

ARTICLE III. NATURE OF BUSINESS. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK. The maximum number of shares that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE. This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence as soon as these Articles are filed with the Department of State of the State of Florida.

ARTICLE VI. DIRECTORS. This corporation shall have at least one and no more than five Directors. The names and street addresses of the initial members of the Board of

Directors are:

Julie D. Bartley
8018 Conservatory Dr.
Sarasota, Florida 34243

Gary K. Rogers
4930 Fullerest Circle
Sarasota, Florida 34233

Leslie Wilson
5607 Garden Lakes Majestic
Bradenton, Florida 34203

ARTICLE VII. OFFICERS.

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Julie D. Bartley, President and Treasurer
8018 Conservatory Dr.
Sarasota, Florida 34243

Gary K. Rogers, Vice President
4930 Fullerest Circle
Sarasota, Florida 34233

Leslie Wilson, Secretary
5607 Garden Lakes Majestic
Bradenton, Florida 34203

ARTICLE VIII. INCORPORATOR.

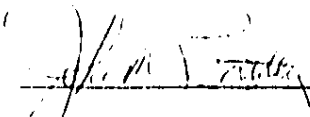
The name and address of the Incorporator is as follows:

John M. Bartley
3711 Cortez Road West, Suite 300
Bradenton, Florida 34210

ARTICLE IX. SPECIAL PROVISION.

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of MARCH, 1996.

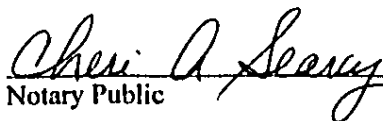


Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

The forgoing instrument was acknowledged before me this 5th day of March, 1996 by JOHN BARTLEY, who did not take an oath.



Notary Public

My commission expires:

CHERI A. SEARCY

JDB10304



CHERI A. SEARCY
My Commission CC421071
Expires Dec. 28, 1998
Bonded by ANB
800-622-6876

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

John M. Bartley, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated this 2nd day of January, 1996.



John M. Bartley

710520304

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96 MAR 28 PM 1:42
SEALING
TALLAHASSEE, FLORIDA